

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ALPHAWAVE IP GROUP PLC**  
**(the "Company")**  
(Registered in England & Wales no 13073661)

At the Annual General Meeting of the Company held on 25 June 2024 at the offices of Linklaters LLP, One Silk St, London EC2Y 8HQ, resolutions 12, 16 and 17 were each passed as ordinary resolutions and resolutions 13 to 15 and 18 were each passed as special resolutions.

**RESOLUTION 12 – DIRECTORS' GENERAL AUTHORITY TO ALLOT SHARES**

That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £2,436,343; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a further nominal amount of £2,436,343 in connection with a pre-emptive offer,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Act and to expire at the conclusion of the next annual general meeting of the Company or on 30 June 2025, whichever is the earlier, but, in each case, so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

For the purposes of this resolution:

- (a) "**pre-emptive offer**" means an offer of equity securities open for acceptance for a period fixed by the Directors to (i) holders (other than the Company) on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings; and (ii) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

**RESOLUTION 13 – GENERAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS**

That, subject to the passing of Resolution 15 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash as if Section 561(1) of the Act did not apply to any such allotment, pursuant to the authority given by Resolution 15 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, such authority to be limited to:

- (a) allotments in connection with a pre-emptive offer; and

(b) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £730,903; and

(c) otherwise than under paragraphs (a) and (b) above, allotments up to an aggregate nominal amount equal to 20 per cent. of any allotment made from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authorities to expire at the end of the next annual general meeting of the Company, or on 30 June 2025, whichever is the earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired, and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution:

(a) "pre-emptive offer" has the same meaning as in Resolution 12 above;

(b) references to an allotment of equity securities shall include a sale of treasury shares; and

(c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

#### **RESOLUTION 14 – ADDITIONAL AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS FOR PURPOSES OF ACQUISITIONS OR CAPITAL INVESTMENTS**

That, subject to the passing of Resolution 12 above and in addition to any authority granted under Resolution 13 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority granted by Resolution 12 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act as if Section 561(1) of the Act did not apply to any such allotment, such authority to be limited to:

(a) allotments up to an aggregate nominal amount of £730,903, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months of the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM; and

(b) otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20 per cent. of any allotment made from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authorities to expire at the end of the next annual general meeting of the Company, or on 30 June 2025, whichever is earlier, but in each case so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require equity

securities to be allotted and treasury shares to be sold after the authority given by this resolution has expired, and the Directors may allot equity securities and sell treasury shares under any such offer or agreement as if the authority had not expired.

For the purposes of this resolution, references to an allotment of equity securities shall include a sale of treasury shares.

#### **RESOLUTION 15 – AUTHORITY TO PURCHASE OWN SHARES**

That, subject to the passing of Resolution 16 above, the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 73,090,317;
- (b) the minimum price which may be paid for each ordinary share is £0.01; and
- (c) the maximum price, exclusive of expenses, which may be paid for any such ordinary share is an amount equal to the higher of: (i) 105 per cent. of the average of the closing price for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share of the Company as stipulated by Regulatory Technical Standards as referred to in Article 5(6) of the Market Abuse Regulation (as it forms part of UK law),

such authority to expire at the end of the next annual general meeting of the Company, or on 30 June 2025, whichever is earlier, but so that the Company may, before such expiry, contract to purchase ordinary shares under this authority and make a purchase of ordinary shares in pursuance of any such contract as if the authority had not expired.

#### **RESOLUTION 16 – APPROVAL OF RULE 9 WAIVER**

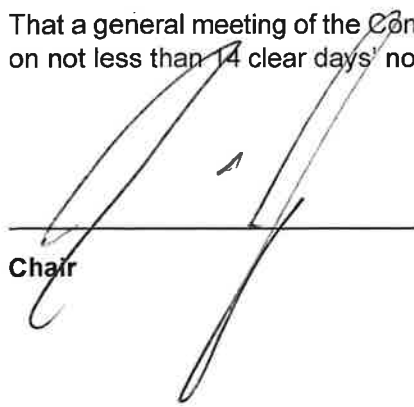
That the waiver granted by the Panel on Takeovers and Mergers of any obligation which might otherwise fall on the Founder Concert Party, both individually and collectively, to make an offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers following any increase in its shareholding from approximately 42.77 per cent. to a maximum of 47.52 per cent. of the Company's share capital as a result of market purchases of Shares by the Company pursuant to the authority granted under Resolution 818, be and is hereby approved.

#### **RESOLUTION 17 – APPROVAL OF THE RULE 9 LTIP WAIVER RESOLUTION**

That the waiver granted by the Panel of the obligation that would otherwise arise on any member of the Founder Concert Party, both individually and collectively, to make a general offer to the other Shareholders pursuant to Rule 9 of the City Code as a result of the vesting of the LTIP Award to Tony Pialis under the terms of the LTIP, that could potentially increase the aggregate interest in Shares carrying voting rights held by the members of the Founder Concert Party from 42.77 per cent. of the voting share capital of the Company, up to a maximum of approximately 42.86 per cent. of the Shares (carrying equivalent voting rights) (assuming no prior increase in the aggregate interest in Shares held by the members of the Founder Concert Party resulting from a buyback of Shares conducted in accordance with the terms of the Buyback Authority, pursuant to the waiver granted by Resolution 16) be and is hereby approved.

**RESOLUTION 18 – NOTICE PERIOD FOR GENERAL MEETINGS OTHER THAN ANNUAL GENERAL MEETINGS**

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

A handwritten signature in dark ink, consisting of several loops and a long horizontal stroke, is written over the text 'Chair' and extends across the line.

Chair