

COMPANIES ACT 2006
OTAQ PLC
Company Number 11429299
(the “**Company**”)

PUBLIC COMPANY LIMITED BY SHARES

At an Annual General Meeting of the Company duly convened and held at 8-3-4 Harpers Mill, South Road, White Cross, Lancaster, England, LA1 4XF on 25 September 2020 at 11 a.m. the following resolutions were duly passed, resolutions 11 and 18 as ordinary resolutions and resolutions 15, 16 and 17 as special resolutions.

ORDINARY RESOLUTIONS

11. THAT, in accordance with section 551 of the Companies Act 2006 (the “**Act**”), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
- 11.1 comprising equity securities (as defined by section 560 of the Act) (“**Equity Securities**”) up to an aggregate nominal amount of £1,527,414 (representing one third of the Company’s issued share capital as at 31 August 2020) in connection with an offer by way of a rights issue: (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 11.2 in any other case, up to an aggregate nominal amount of £458,228 (representing 10% of the Company’s issued share capital as at 31 August 2020), provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the next annual general meeting of the Company (or, if earlier, at 5pm on 25 December 2021) save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

In this resolution, “**Relevant Securities**” means shares in the Company, other than shares allotted pursuant to:

- (a) an employee share scheme (as defined in section 1166 of the Act);
- (b) a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
- (c) a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the Act). References to the allotment of Relevant Securities in this resolution include the grant of such rights; and “**Relevant Security**” shall be any of the Relevant Securities.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

18. THAT the Company may send or supply documents or information to members or debt securities holders by making them available on a website or other electronic means.

SPECIAL RESOLUTIONS

15. THAT if Resolution 11 is passed, the Directors be and are hereby authorised, to allot Equity Securities (as defined in Resolution 11) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act (as defined in Resolution 11) did not apply to any such allotment or sale, such authority to be limited:

- 15.1 to allotments for rights issues and other pre-emptive issues; and

- 15.2 to the allotment of Equity Securities or sale of treasury shares (other than under paragraph 15.1 above) up to an aggregate nominal amount of £229,114 (representing 5% of the Company's issued share capital as at 31 August 2020),

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at 5pm on 25 December 2021) but, in each case, prior to its expiry the Company may 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 expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. THAT if Resolution 11 is passed, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 15, to allot Equity Securities (as defined in Resolution 11) for cash under the authority given by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act (as defined in Resolution 11) did not apply to any such allotment or sale, such authority to be:

- 16.1 limited to the allotment of Equity Securities or the sale of treasury shares up to an aggregate nominal amount of £229,114 (representing 5% of the Company's issued share capital as at 31 August 2020); and

- 16.2 used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other 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,

such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at 5pm on 25 December 2021) but, in each case, prior to its expiry the Company may 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 expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. THAT the Articles of Association of the Company be amended as follows:

- 17.1 in Article 58:

- (a) in the heading by inserting the words “AND GENERAL MEETINGS” immediately after the words “ANNUAL GENERAL MEETINGS”; and
- (b) by inserting the words “Any reference in these Articles to a “general meeting” shall, unless the context otherwise requires, be construed as including an annual general meeting.” immediately after the words “All meetings other than annual general meetings shall be called general meetings.”

17.2 a new Article (numbered Article 63) shall be inserted which shall read as follows:

“63. CHANGE IN PLACE AND/OR TIME OF MEETING

If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the board decides that it is impracticable or unreasonable, for a reason beyond its control, to hold the meeting at a declared place (including a meeting place to which Articles 70 applies), and/or by means of a declared electronic facility, and/or at the declared time, it may change any place and/or electronic facility and/or postpone the time at which the meeting is to be held. If such a decision is made, the board may then change again any place and/or electronic facility and/or postpone the time if it decides that it is reasonable to do so. In any case:

- 63.1 no new notice of the meeting need be sent, but the board shall, if practicable, contact members entitled to receive notice of that meeting in whatever manner permitted by these Articles to advise them of the date and time of the meeting, and the means of attendance and participation (including any place and/or electronic facility) for the meeting or the Company may advertise such changes in at least two newspapers having a national circulation and shall make arrangements for notices of the change of place and/or electronic facility or facilities in each case and/or postponement to appear at the original place and/or at the original time; and
- 63.2 a proxy appointment in relation to the meeting may, if by means of a document in hard copy form, be delivered to the office or to such other place within the United Kingdom as may be specified by or on behalf of the Company in accordance with Article 90.1 or, if in electronic form, be received at the address (if any) specified by or on behalf of the Company in accordance with Article 90.2, at any time not less than 48 hours before the postponed time appointed for holding the meeting provided that the board may specify, in any case, that in calculating the period of 48 hours, no account shall be taken of any part of a day that is not a working day.”

17.3 a new Article (numbered Article 71) shall be inserted which shall read as follows:

“71. GENERAL MEETINGS BY WAY OF ELECTRONIC FACILITY

The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation by means of electronic facility or facilities and determine the means, or all different means, of attendance and participation used in relation to a general meeting. The members present in person or by proxy by means of electronic facility or facilities shall be counted in the quorum for, and entitled to participate in, the general meeting in question. The meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending

the meetings by all means (including by means of electronic facility or facilities) are able to:

71.1 participate in the business for which the meeting has been convened;

71.2 hear all persons who speak at the meeting; and

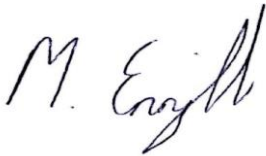
71.3 be heard by all other persons present at the meeting.”

17.4 a new Article (numbered Article 72) shall be inserted which shall read as follows:

“72. CONTROLLING LEVEL OF ATTENDANCE

The Board may from time to time make any arrangements for controlling the level of attendance at any venue for which arrangements have been made pursuant to Articles 70 and 71 (including without limitation the issue of tickets or the imposition of some other means of selection) in its absolute discretion considers appropriate, and may from time to time change those arrangements.”

17.5 the remaining Articles (and cross references to specific numbered articles) shall be renumbered accordingly.

A handwritten signature in black ink, appearing to read 'M. English', is written in a cursive style.

Director, for and on behalf of **OTAQ PLC**

Date 25th September 2020