

CAB PAYMENTS HOLDINGS PLC
(the "Company")

Company Number: 09659405

At an Annual General Meeting of the Company held at The News Building, 3 London Bridge Street, London SE1 9SG on Thursday 9 May 2024 at 2.00pm the following resolutions were duly passed:

RESOLUTION 17. Authority to allot shares

That:

- (a) the Directors be authorised, in accordance with article 7 of the Company's articles of association and section 551 of the Companies Act 2006, to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum nominal amount of £28,207 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £28,207); and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £56,423 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with a pre-emptive offer (as defined in article 8(b)(ii) of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2025; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

RESOLUTION 18. Disapplication of pre-emption rights – general authority

That:

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash as if section 561 of the Companies Act 2006 did not apply;
- (b) the power under paragraph (a) above (other than in connection with a pre-emptive offer, as defined in article 8 of the Company's articles of association) shall be limited to:
 - (i) the allotment of equity securities having a nominal amount not exceeding in aggregate £8,463; and

- (ii) the allotment of equity securities (otherwise than under paragraph (i) above) up to an aggregate amount equal to 20% of any allotment of equity securities from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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;
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025.

RESOLUTION 19. Disapplication of pre-emption rights – acquisitions/capital investments

That:

- (a) in addition to any authority granted under resolution 18, the Directors be given power:
 - (i) subject to the passing of resolution 17, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be limited to:
 - (A) the allotment of equity securities up to a maximum nominal amount of £8,463, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 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; and
 - (B) the allotment of equity securities (otherwise than under paragraph (A) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities 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 Board of the Company determines 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;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2025; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

RESOLUTION 20. Notice period for general meetings

To resolve 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 black ink, appearing to read 'Lesley Martin', followed by a period.

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Lesley Martin
Company Secretary