

RESOLUTIONS OF SYSGROUP PLC

(‘Company’)

(Passed on 16 September 2025)

At the Annual General Meeting of the Company, duly convened and held on 16 September 2025, the following resolutions were duly passed as Ordinary and Special resolutions of the Company (as indicated):

ORDINARY RESOLUTIONS

1. **TO** receive, consider and adopt the annual report and financial statements for the year ended 31 March 2025 together with the Directors’ and Auditors’ Reports contained therein.
2. **TO** reappoint Heejae Chae as a Director of the Company.
3. **TO** reappoint Michael James Fletcher as a Director of the Company.
4. **TO** reappoint Paul Edwards as a Director of the Company.
5. **TO** reappoint Mark Reilly as a Director of the Company.
6. **TO** reappoint Owen Phillips as a Director of the Company.
7. **TO** reappoint Davin Cushman as a Director of the Company.
8. **TO** reappoint BDO LLP as auditors of the Company and authorise the Directors to fix their remuneration.
9. **THAT**, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):
 - a. comprising equity securities (as defined by section 560 of the Companies Act 2006) up to an aggregate nominal amount of £570,100 (such amount to be reduced by the nominal amount of any Relevant Securities allotted pursuant to the authority in resolution 9.b below) 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
 - b. in any other case, up to an aggregate nominal amount of £285,050 (such amount to be reduced by the nominal amount of any equity securities allotted pursuant to the authority in resolution 9.a above in excess of £285,050),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire 15 months from the date of this resolution or, if earlier, the date of the next Annual General Meeting of the Company 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.

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.

For the purposes of the resolution:

‘Relevant Securities’ means:

- I. shares in the Company other than shares allotted pursuant to: (i) an employee share scheme (as defined by section 1166 of the Companies Act 2006); (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and

II. 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 by section 1166 of the Companies Act 2006). References to the allotment of Relevant Securities in the resolution include the grant of such rights.


SPECIAL RESOLUTIONS

10. THAT, subject to the passing of resolution 9, the Directors be given the general power to allot equity securities (as defined by section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:
- a. the allotment of equity securities in connection with an offer by way of a rights issue:
 - i. to the 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
 - b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to resolution 10.a above) to any person up to an aggregate nominal amount of £42,757.

The power granted by this resolution will expire 15 months from the date this resolution is passed or, if earlier, the conclusion of the Company's next Annual General Meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Companies Act 2006 did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

11. TO authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each (Ordinary Shares) provided that:
- a. the maximum aggregate number of Ordinary Shares that may be purchased is 8,551,509;
 - b. the minimum price (excluding expenses) which may be paid for each Ordinary Share is £0.01;
 - c. the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:
 - i. 105 per cent of the average market value of an Ordinary Share in the Company for the five business days prior to the day the purchase is made; and
 - ii. the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade of; and
 - b. the highest current independent bid for,any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out;
 - d. the authority conferred by this resolution shall expire 15 months from the date this resolution is passed or, if earlier, at the conclusion of the Company's next Annual General Meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary shares which will or may be executed wholly or partly after the expiry of such authority.



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Owen Phillips
Chief Financial Officer

16 September 2025