

THE COMPANIES ACT 2006

RESOLUTIONS OF ASHINGTON INNOVATION PLC

(the “Company”)

In compliance with UKLR 13.3.9R

At the General Meeting of the Company duly convened at the offices of Fladgate LLP at 16 Great Queen Street, London, WC2B 5DG at 11:00am on 22 July 2025, the following resolution was duly passed as a special resolution.

**SPECIAL RESOLUTION**

**Amendment of Articles of Association**

THAT, with effect from the conclusion of the meeting at which this resolution is proposed, the articles of association of the Company be altered and amended by inserting the following new article as Article 48:

- “48.       TIMETABLE FOR INITIAL TRANSACTION
- 48.1.       In this Article 48, unless the context otherwise requires:
- 48.1.1.     ‘founding shareholder’ means a shareholder who founded or established the Company;
- 48.1.2     ‘initial transaction’ has the meaning given to the term in UKLR 13.4.2 R and 13.4.3 G;
- 48.1.3.     ‘public shareholder’ means a shareholder of the Company who is not a founding shareholder, a shell company sponsor or a Director;
- 48.1.4.     ‘public shareholder majority’ means a resolution of public shareholders passed on a poll at a meeting of public shareholders by public shareholders representing a simple majority of the total voting rights of public shareholders who, being entitled to vote, do so in person or by proxy; such meeting to be convened and held as a separate meeting of the public shareholders, to which all the provisions in these Articles as to general meetings shall apply, with any necessary modifications, provided that the provisions of Article 5.10 shall not apply to such meeting;
- 48.1.5.     ‘shell company sponsor’ means a person who provides any of the following to the Company:
- 48.1.5.1 capital or other finance to support the operating costs of the Company;
- 48.1.5.2 financial, advisory, consultancy or legal services;
- 48.1.5.3 facilities or support services; or
- 48.1.5.4 any other material contribution to the establishment and ongoing operation of the Company; and

- 48.1.6. 'UKLR' means the UK Listing Rules of the Financial Conduct Authority and references to UKLR section numbers are to the relevant sections in the UK Listing Rules sourcebook, as amended from time to time.
- 48.2. If the Company has not completed an initial transaction during the period ending on 29 July 2027 (Initial Period), it will cease operations on that date, unless Article 48.3 applies.
- 48.3. The Initial Period can be extended before the end of that period by three further periods of 12 months, up to a total of 36 months, provided that:
  - 48.3.1. the first 12-month extension to the Initial Period is approved by public shareholder majority before the end of that period; and
  - 48.3.2. any further 12-month extension periods are approved by public shareholder majority before the end of the prior 12-month period.
- 48.4. Any such extension must be notified to a Regulatory Information Service before the end of the Initial Period or the period referred to in Article 48.3, as applicable."

Peter Presland  
Chairman  
22 July 2025