

PRINT OF RESOLUTIONS

of

AUCTUS GROWTH PLC

(the Company)

Passed on 4 December 2020

The following resolutions were duly passed on 4 December 2020. Voting on all resolutions was conducted by way of a poll vote.

ORDINARY RESOLUTIONS

1. **THAT** every three existing ordinary shares of £0.10 each in the capital of the Company in issue and shown in the register of members of the Company at 6 pm (London time) on 4 December 2020 (or such other time and / or date as the directors of the Company may determine) (the “**Existing Ordinary Shares**”) be consolidated into one ordinary share of £0.30 in the capital of the Company, such ordinary shares having the same rights, and being subject to the same restrictions, as the Existing Ordinary Shares, as set out in the articles of association of the Company to be adopted pursuant to resolution 4 below.
2. **THAT** the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (“**Act**”) to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to a maximum aggregate nominal amount of:
 - 2.1 £32,027,970 in relation to the issue of the Consideration Shares (as such term is defined in the prospectus published by the Company and dated 12 November 2020 of which this Notice forms part, the “**Prospectus**”);
 - 2.2 £3,536,745 in relation to the issue of the Placing Shares (as such term is defined in the Prospectus);
 - 2.3 £1,820,400 in relation to the issue of the Subscription Shares (as such term is defined in the Prospectus); and
 - 2.4 £12,587,935 representing approximately 33.33 per cent. of the Enlarged Share Capital (as such term is defined in the Prospectus)

in each case to such persons and at such times and on such terms as the Directors think proper provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the earlier of 4 December 2021 and the date of the next annual general meeting of the Company save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or Rights to be granted, after such expiry, and the Directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

3. THAT subject to the passing of Resolution 2 above, the Directors be and they are hereby empowered pursuant to section 571 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred upon them by Resolution 2, or by way of a sale of treasury shares, as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:

3.1 the allotment of the Placing Shares up to an aggregate nominal amount of £3,536,745;

3.2 the allotment of the Subscription Shares up to an aggregate nominal amount of £1,820,400;

3.3 the allotment of equity securities in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) in favour of:

3.3.1 holders of ordinary shares on the register on a date fixed by the directors, in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on that date; and

3.3.2 if applicable, holders of any other class of equity security, in accordance with the rights attached to such security or as the directors otherwise consider necessary,

3.3.3 but subject to such exclusions or other arrangements as the directors deem necessary or expedient to deal with fractional entitlements, treasury shares or uncertificated shares, or any legal or practical difficulties in any territory, or the requirements of any regulatory body or stock exchange; and

3.4 (otherwise than pursuant to paragraphs 3.1 to 3.3 above) up to a maximum aggregate nominal amount of £3,776,760 (representing equity securities equal to approximately 10 per cent. of the Enlarged Share Capital (as such term is defined in the Prospectus)

provided that this power shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the earlier of 4 December 2021 and the date of the next annual general meeting of the Company save that the Company may before such expiry make any offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

4. THAT the new articles of association of the Company produced to the General Meeting and initialled for the purpose of identification by the Chairman of the General Meeting be adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.

5. THAT subject to the consent of the High Court of Justice of England and Wales, the share premium account of the Company be cancelled and the sum arising on the cancellation be credited to the Company's retained earnings.