

Company number: 06469680

**RESOLUTIONS PASSED AT ANNUAL GENERAL MEETING**  
**OF**  
**UCAPITAL GLOBAL PLC**  
**(the "Company")**

On 18<sup>th</sup> December 2023 the following ordinary and special resolutions were passed by the shareholders at an annual general meeting of the Company:

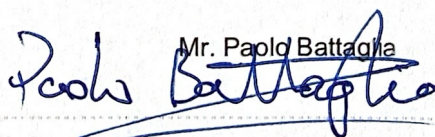
**ORDINARY RESOLUTIONS**

1. **TO** receive and adopt the annual report and audited accounts for the year ending 31 December 2023 and the reports of the directors and independent auditors thereon.
2. **THAT**, Oscar Vesevo who is retiring from office as a director of the Company by rotation pursuant to the articles of association of the Company, be re-elected pursuant to the articles of association of the Company.
3. **THAT**, Parker Russel Limited be re-appointed as auditor to the Company until the conclusion of the next annual general meeting at which accounts are laid before the Company.
4. **THAT** the directors of the Company be authorised to determine the remuneration of the auditors.
5. **THAT**, to the fullest extent permitted by law (which shall include, without limitation, the Companies Act 2006), any and all acts undertaken (or omitted from being undertaken) by Enrico Danieleto (a "**Previous Director**") for and on behalf of the Company during the term of the Previous Director's appointment with the Company be hereby ratified and affirmed.
6. **THAT**, to the fullest extent permitted by law (which shall include, without limitation, the Companies Act 2006), any and all acts undertaken (or omitted from being undertaken) by each of Paolo Battaglia, Andrea Sprizzi and Oscar Vesevo (each a "**Current Director**" and together, the "**Current Directors**") for and on behalf of the Company from the date of the appointment of each Current Director and up to and including the date of the AGM be hereby ratified and affirmed.
7. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "**Act**") and in addition to the existing authorities, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £19,224 (comprising approximately 33.3 per cent. of the existing issued share capital of the Company (the "**Issued Share Capital**")) provided that this authority will expire on the date which is fifteen months from the date of the resolution, or, if earlier, the conclusion of the next annual general meeting of the Company (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the

Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.

### **SPECIAL RESOLUTIONS**

8. **THAT**, subject to and conditional upon the passing of resolution 7, in accordance with section 571(1) of the Act and in addition to existing authorities, the Directors be empowered to allot equity securities for cash (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 7 above, as if section 561 of the Act did not apply to any such allotment, up to an aggregate nominal value of £11,546 (comprising 20 per cent. of the Issued Share Capital), provided that this authority will expire on the date which is fifteen months from the date of the resolution or, if earlier, the conclusion of the next annual general meeting of the Company (unless renewed varied or revoked by the Company prior to or on that date) but the Company may, before this authority expires, make an offer or agreement which would or might require shares in the Company or rights to be allotted or granted after this authority expires and that the Directors may allot shares in the Company or grant rights pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.
9. **THAT**, the Company be, and it is hereby, generally and unconditionally authorised for the purpose of sections 693 and 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares upon such terms and in such manner as the directors of the Company shall determine, provided that:
- 9.1 the maximum aggregate number of ordinary shares authorised to be purchased is 14,432 ordinary shares;
- 9.2 the minimum price which may be paid for such ordinary shares is £0.05 per share (exclusive of expenses);
- 9.3 the maximum price (exclusive of expenses) which may be paid for an ordinary share cannot be more than an amount equal to 105% of the average market value of the ordinary shares for the five business days immediately prior to the day the purchase is made;
- 9.4 unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company; and
- 9.5 the Company may make a contract or contracts to purchase ordinary shares under this authority prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract or contract.

  
Mr. Paolo Battaglia

Director for and on behalf of Ucapital Global plc