

**RESOLUTIONS  
OF  
XEROS TECHNOLOGY GROUP PLC  
(Company number 08684474)  
(the "Company")**

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**AT A GENERAL MEETING** of the Company duly convened and held at the offices of Squire Patton Boggs (UK) LLP at Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ on 25 November 2020 at 10:00 a.m. the following resolutions were passed:

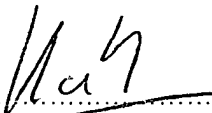
**ORDINARY RESOLUTION**

1. That, every 100 ordinary shares of £0.0015 each in the capital of the Company in issue ("**Existing Ordinary Shares**") be consolidated into one ordinary share of £0.15 in the capital of the Company ("**New Ordinary Share**"), such New Ordinary Shares having the same rights, and being subject to the same restrictions, as the Existing Ordinary Shares, as set out in articles of association of the Company, and where such consolidation results in any Shareholder being entitled to a fraction of a New Ordinary Share these will be aggregated and sold in the market for the best price reasonably obtainable on behalf of Shareholders entitled to fractions (save that no Shareholder shall be entitled to recover any of such net proceeds of sale unless his entitled exceeds £3.00, and the net proceeds of sale not so distributed as a result shall be retained for the benefit of the Company).

**SPECIAL RESOLUTION**

2. That, subject to the passing of resolution 1, the articles of association of the Company be and are hereby amended by deleting the definition of "Ordinary Shares" in Article 1.2(a) and replacing it with the following:

"**Ordinary Shares**" means ordinary shares of £0.15 each in the capital of the Company.

  
.....  
Director  
For and on behalf of Xeros Technology Group plc

WEDNESDAY



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09/12/2020

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COMPANIES HOUSE