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

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 March 2021 at 10:00 a.m. the following resolutions were passed:

ORDINARY RESOLUTION

1. That, pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £562,487.85 pursuant to the Placing and Open Offer.

   In this resolution 1, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.
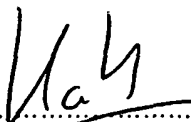
   This authority is in addition to all existing authorities under section 551 of the Act.

   Unless previously revoked, varied or renewed, this authority shall expire on the conclusion of the annual general meeting of the Company to be held in 2021.
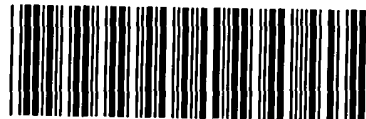
SPECIAL RESOLUTION

2. That, pursuant to section 570 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of the New Ordinary Shares in connection with the Placing and Open Offer.

   This power is in addition to all existing powers under section 570 of the Act.

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Director
For and on behalf of Xeros Technology Group plc

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