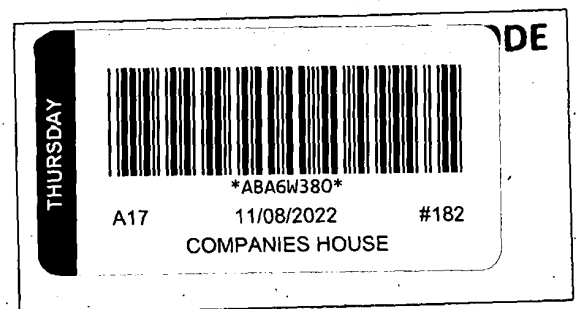


# SEPARATOR SHEET

00269566



**ORDINARY AND SPECIAL RESOLUTIONS  
OF  
RIVERFORT GLOBAL OPPORTUNITIES PLC (Company)**

**Passed on 3 August 2022**

At the Annual General Meeting of the Company duly convened and held at 107 Cheapside, London EC2V 6DN at 10:00 am, the following resolutions 1, 2, 3, 4, 6 and 7 were duly passed as ordinary resolutions and resolution 5 was duly passed as a special resolution:

**Ordinary Business**

1. To receive the Company's annual accounts for the financial year ended 31 December 2021 together with the directors' report and auditor's report on those accounts.
2. To re-appoint PKF Littlejohn LLP as the Company's auditors to hold office from the conclusion of this meeting until conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to agree the remuneration of the auditors.
3. To re-appoint as a director Philip Haydn-Slater who retires in accordance with article 39.1 of the Company's articles of association and, being eligible, is standing for re-appointment.

**Special Business**

4. **THAT**, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"): (i) up to an aggregate nominal value of £25,847, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 7 July 2022, being the latest practicable date before publication of this notice, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act.
5. **THAT**, subject to the passing of resolution 4, the Directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
  - a) The allotment of equity securities in connection with an offer by way of a rights issue:
    - i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
    - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The allotment (otherwise than pursuant to paragraphs a) and b) above) of equity securities up to an aggregate nominal amount of £11,631.

The power granted by this resolution will unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company or (if earlier) 15 months from the date of passing this resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

6. To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 0.01 pence each provided that:
- a. The maximum aggregate number of ordinary shares that may be purchased is 77,540,418 representing 10% of the Company's issued share capital as at 7 July 2022.
  - b. The minimum price (excluding expenses) which may be paid for each ordinary share is £0.0001.
  - c. The maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
    - i. 105 per cent of the average market value of an ordinary share in the Company for the five business days prior to the day the purchase is made; and
    - ii. the value of an ordinary share calculated on the basis of the higher of the price quoted for:
      - 1. the last independent trade of; and
      - 2. the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.

The authority conferred by this resolution shall expire 15 months from the date of passing this resolution or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

7. To approve a dividend of 0.038 pence per ordinary share for the year ended 31 December 2021 to be paid on or around 26 August 2022 to the holders of ordinary shares on the register of members at the close of business on 12 August 2022.



Signed .....

Nicholas Lee, Director