

Company Number: 11701224

RESOLUTIONS

OF

CYBA PLC

Passed on 21 October 2020

At the annual general meeting of Cyba Plc (the “**Company**”), duly convened and held in accordance with the Company’s articles of association at 5 Fleet Place, London EC4M 7RD on 21 October 2020, the following resolutions were duly passed:

ORDINARY RESOLUTION

7. **THAT**, in accordance with section 551 of the Companies Act 2006 (the “2006 Act”), the Directors be generally and unconditionally authorised to allot ordinary shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to an aggregate nominal amount of £15,000, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on date of the Company’s Annual General Meeting following the Company’s admission to trading on the Main Market (“**Admission**”), 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.

SPECIAL RESOLUTIONS

8. **THAT**, the regulations contained in the document submitted to the meeting be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the articles of association of the Company.

9. **THAT**, subject to the passing of resolution 7, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 7 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, save that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £15,000; and expire on the date of the Company’s first Annual General Meeting following Admission unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired

10. **THAT**, in accordance with the 2006 Act, the Directors be generally and unconditionally authorised to allot deferred shares of £1.00 each in the capital of the Company (**Deferred Shares**), such shares having the rights and being subject to the obligations set out in this Resolution 10:

(a) up to an aggregate nominal amount of £5,000; and

(b) as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, with such authorities to expire on 1 July 2021, save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require the allotment of such Deferred Shares in pursuance of such an offer or agreement as if such authority had not expired.

The rights and restrictions attaching to the Deferred Shares as regards participation in the profits and assets of the Company shall be as follows:

(A) Income

The Deferred Shares do not provide any right to participate in or receive any dividend declared, made or paid by the Company on the Ordinary Shares.

(B) Capital

On a return of capital on a winding up of the Company, the holders of the Deferred Shares shall be entitled to receive an amount equal to the nominal amount paid up thereon, but only after all of the rights of the holders of Ordinary Shares have been discharged in full and a sum of £1,000,000 has been paid in respect of each Ordinary Share in issue at the time.

(C) Voting

The Deferred Shares shall not carry any right to receive notice of or attend or vote at any general meetings of the Company.

(D) Redemption

The Company shall have the right to purchase the Deferred Shares in issue at any time for no consideration.

(E) Certificates

As to certificates notwithstanding the provision of the Company's articles, the Company shall not be obliged to issue a certificate in respect of a Deferred Share, and any transfers of Deferred Shares during such period shall be certified against the register.



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Robert Mitchell

Director