
THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION OF PINWOOD TECHNOLOGIES GROUP PLC (THE "COMPANY")

PASSED 25 SEPTEMBER 2026

At the general meeting of the Company held on 25 September 2026 at 10:15 a.m. (UK time) (or as soon thereafter as the court meeting adjourned) at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London, EC4N 6AF, the following resolution was duly passed by the Company as a special resolution:

SPECIAL RESOLUTION

THAT for the purpose of giving effect to the scheme of arrangement dated 28 August 2026 between the Company and the holders of its Scheme Shares (each as defined in the said scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof in its original form or subject to any such modification, addition or condition approved or imposed by the Court and/or agreed by the Company and U.K. Piston Bidco Limited ("**Bidco**") (the "**Scheme**");

1. the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
2. with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Articles 154.1 to 154.7 after Article 153:

"154: Scheme of Arrangement

154.1 In this Article 154, references to the "Scheme" are to the scheme of arrangement dated 28 August 2026, between the Company and the holders of its Scheme Shares (each as defined in the Scheme) under section 899 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the Court and/or agreed by the Company and U.K. Piston Bidco Limited ("**Bidco**") and (save as defined in this Article 154) expressions defined in the Scheme shall have the same meanings in this Article 154.

154.2 Notwithstanding any other provision of these Articles, if the Company issues or transfers out of treasury any shares (other than to Bidco or its nominee(s)) after the adoption of this Article 154 and before the Scheme Record Time (as defined in the Scheme), such shares shall be issued or transferred subject to the terms of the Scheme and shall be Scheme Shares for the purposes thereof and the new member, and any subsequent holder of such shares (other than Bidco and/or its nominee(s)), shall be bound by the Scheme accordingly.

154.3 Notwithstanding any other provision of these Articles, subject to the Scheme becoming Effective (as defined in the Scheme) and subject to Article 154.4, if any shares are issued to any person (other than under the Scheme or to Bidco or its nominee(s)) (a "**New Member**") on or after the Scheme Record Time (as defined in the Scheme) (the "**Transfer Shares**"), they shall be

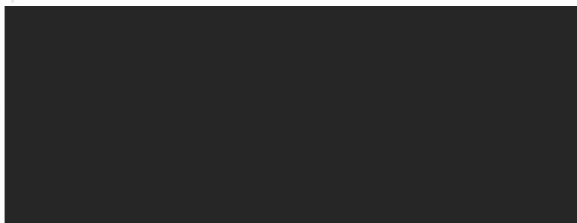
immediately transferred to Bidco (the “**Purchaser**”) (or as it may direct) in consideration of the payment to the New Member of an amount in cash for each Transfer Share equal to the cash consideration per Scheme Share payable pursuant to the Scheme and no election for the Rollover Alternative (as defined in the Scheme) shall be made in respect thereof.

154.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation), the value of the consideration per share to be paid under Article 154.3 shall be adjusted by the directors of the Company in such manner as the Company’s auditors may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.

154.5 To give effect to any transfer required by Article 154.3, the Company may appoint any person as attorney for the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) to transfer the Transfer Shares to the Purchaser or its nominee(s) and do all such other things and execute and deliver all such documents as may in the opinion of the attorney be necessary or desirable to vest the Transfer Shares in the Purchaser or its nominee(s) and pending such vesting to exercise all such rights attaching to the Transfer Shares as the Purchaser may direct. If an attorney is so appointed, the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) shall not thereafter (except to the extent that the attorney fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Transfer Shares unless so agreed by the Purchaser. The attorney shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) in favour of the Purchaser or its nominee(s) and the Company may give a good receipt for the purchase price of the Transfer Shares and may register the Purchaser or its nominee(s) as holder thereof and issue to it certificates for the same. The Company shall not be obliged to issue a certificate to the New Member (or any subsequent holder or any nominee of such New Member or any such subsequent holder) for the Transfer Shares. The Purchaser shall send a cheque drawn on a UK clearing bank in favour of the New Member (or the relevant transferee or nominee) for the purchase price of each Transfer Share within 14 days of the time on which such Transfer Shares are issued to the New Member.

154.6 If the Scheme shall not have become effective by the date referred to in clause 8.2 of the Scheme, this Article 154 shall cease to be of effect.

154.7 Notwithstanding any other provision of these Articles, neither the Company nor the directors of the Company shall register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date.”



Director

For and on behalf of **Pinewood Technologies Group Plc**