

CHL 2024 AGM Certified Special Resolutions

Conduit Holdings Limited ("Conduit Holdings")

Registered in Bermuda

Registration No. 55936

Special Resolutions

At the Annual General Meeting of Conduit Holdings duly convened and held at Ideation House, 94 Pitts Bay Road, Pembroke, HM08, Bermuda on 15 May 2024 at 10.00 a.m., Bermuda time, the following resolutions were duly passed as special resolutions:

Disapplication of Pre-emption Rights (Special Resolutions)

16. That, subject to and conditional on the passing of Resolution 15, the Directors of the Company be authorised, in accordance with Bye-law 2.5, to allot Equity Securities (within the meaning of Bye-law 2.4(g)) for cash pursuant to the authority conferred by Resolution 15 as if Bye-law 2.4(a) of the Company's Bye-laws did not apply to such authority (i) up to an aggregate nominal value of US\$330,479.99, such amount being approximately ten (10) per cent of the Company's issued share capital as at 11 April 2024, (being the latest practicable date prior to the publication of this Notice); and (ii) (otherwise than under (i) above) up to an aggregate nominal value equal to twenty (20) per cent of any allotment of Equity Securities from time to time issued under (i) above, such authority to be used only for the purposes of making a follow-on offer which the Board of Directors of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this Notice; provided that, unless otherwise renewed or revoked by the shareholders in general meeting, this authority will expire at the conclusion of the 2025 AGM or at 6:00 p.m. Atlantic Time on 31 August 2025, whichever is sooner and provided that the Company may before such expiry make any offer or agreement which would or might require the **Common Shares** to be allotted after such expiry and the Directors may allot such Common Shares in pursuance of such offer or agreement as if Bye-law 2.4(a) did not apply.

17. That, subject to and conditional on the passing of Resolutions 15 and 16, the Directors of the Company be authorised, in accordance with Bye-law 2.5 to allot Equity Securities for cash pursuant to the authority conferred by Resolution 15 as if Bye-law 2.4(a) of the Company's Bye-laws did not apply to such authority (i) up to an aggregate nominal value of US\$330,479.99, such amount being approximately ten (10) per cent of the Company's issued share capital as at 11 April 2024, (being the latest practicable date prior to the publication of this Notice); provided that such authority will only be used for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Board determines to be an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this Notice (the "**Principles**"); and (ii) (otherwise than under (i) above) up to an aggregate nominal value equal to twenty (20) per cent of any allotment of Equity Securities from time to time issued under (i) above, such authority to be used only for the purposes of making a follow-on offer which the Board of Directors of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Principles; provided that, unless otherwise renewed or revoked by the shareholders in general meeting, this authority will expire at the conclusion of the 2025 AGM or at 6:00 p.m. Atlantic Time on 31 August 2025, whichever is sooner and provided that the Company may before such expiry make any offer or agreement which would or might require the Common Shares to be allotted after such expiry and the Directors may allot such Common Shares in pursuance of such offer or agreement as if Bye-law 2.4(a) did not apply.

Purchase of own Common Shares (Special Resolution)

18. That the Company be generally and unconditionally authorised, in accordance with Bye-law 3 and pursuant to section 42A of the Bermuda Companies Act 1981, to make one or more market purchases of Common Shares on such terms and in such manner as the Board or any authorised committee thereof may from time to time determine provided that:

- (a) the maximum number of Common Shares which may be purchased is 16,489,217 (such amount being approximately 10 per cent of the Company's issued share capital excluding shares held by the Company in treasury as at 11 April 2024, being the latest practicable date prior to the publication of this Notice);
- (b) the minimum price (exclusive of expenses) which may be paid for each Common Share is US\$0.01;
- (c) the maximum price (exclusive of expenses) which may be paid for a Common Share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average middle market quotations for a Common Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Common Share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of a Common Share and the highest current independent bid for a Common Share as derived from the London Stock Exchange Trading System;
- (d) this authority shall expire at the conclusion of the 2025 AGM or at 6:00 p.m. Atlantic Time on 31 August 2025, whichever is sooner; and
- (e) the Company may make a contract to purchase its own Common Shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Common Shares in pursuance of any such contract.

Certified a True Copy For Conduit Holdings Limited

Ideation House

94 Pitts Bay Road Pembroke, HM08

Bermuda



Suzanne Wylie

Assistant Secretary