

12 September 2023

**RC365 Holding Plc**

("RC365" or the "Company")

**Results of Annual General Meeting**

Following today's Annual General Meeting ("AGM"), convened by the Notice of AGM dated 11 August 2023, RC365 is pleased to announce that all resolutions set out in the Notice of AGM were approved by shareholders.

Proxy votes received in relation to each resolution were as follows:

<b>Resolution Number</b>	<b>Resolution</b>	<b>For</b>	<b>% For</b>	<b>Against</b>	<b>% Against</b>	<b>Withheld</b>
1	To receive and adopt the audited financial statements for the year ended 31 March 2023 and the Reports of the Directors' and Auditors' thereon.	358,587	95.78%	4,171	1.11%	11,590
2	To approve the Remuneration Committee Report, as set out on pages 22 and 23 of the Annual Report.	333,118	88.99%	29,240	7.81%	11,990
3	To reappoint Shipleys LLP as auditors of the Company and to authorise the directors to determine their remuneration.	354,861	94.79%	12,086	3.23%	7,401
4	To reappoint Chi Kit Law as a Director of the Company.	342,221	91.41%	23,279	6.22%	8,848
5	To reappoint Robert Alan Cairns as a Director of the Company.	341,471	91.22%	24,029	6.42%	8,848
6	To reappoint Ajay Kumar Rajpal as a Director of the Company.	352,179	94.08%	13,607	3.63%	8,562
7	To reappoint Timothy Wai Yiu Tang as a Director of the Company.	342,336	91.45%	23,279	6.22%	8,733
8	THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £418,448.64 being approximately one-third of the current issued share capital of the Company provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution (if earlier) except that the Directors may before the expiry of such period make an offer or agreement which would or might require shares to be allotted or rights granted after the expiry of such period and the Directors may allot shares or grant rights in pursuance of that offer or agreement as if this authority had not expired.	352,905	94.27%	13,628	3.64%	7,815
9	THAT, subject to the passing of resolution 8 above, the Directors be					

	<p>resolution 8 above, the Directors be empowered pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 above as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:</p> <p>(a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and</p> <p>(b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £62,767.30 being approximately 5 per cent. of the current issued share capital of the Company.</p> <p>Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.</p>	316,354	84.51%	28,176	7.53%	29,818
10	<p>THAT, subject to the passing of resolution above, the Directors be empowered pursuant to section 571 of the Act and in addition to any authority granted under resolution 9, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 8 above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:</p> <p>(a) up to an aggregate nominal amount of £62,767.30 being approximately 5 per cent. of the current issued share capital of the Company; and</p> <p>(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction)</p>					

	<p>a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.</p> <p>Provided that the powers conferred by this resolution shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on a date which is either 15 months from the date of the passing of this resolution and the conclusion of the next Annual General Meeting of the Company (the "Section 571 Period") but so that the company may at any time prior to the expiry of the Section 571 Period make an offer or agreement which would or might require equity securities to be allotted pursuant to these authorities after the expiry of the Section 571 Period and the Directors may allot equity securities in pursuance of such offer or agreement as if the authorities hereby conferred had not expired.</p>	318,541	85.09%	27,426	7.33%	28,381
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As at the date of the AGM, the number of issued ordinary shares of the Company was 128,534,591 shares. The total number of shares entitling the holders to attend and vote for or against all resolutions was 125,534,591. In accordance with the Company's Articles of Association, on a poll every member has one vote for every share held. Votes withheld are not votes in law and have not been counted in the calculation of the proportion of vote "for" or "against" a resolution. Proxy appointments which gave discretion to the Chairman have been included in the "for" total.

For further information please contact:

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