

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**MORGAN ADVANCED MATERIALS PLC**  
**PASSED ON 9 MAY 2024**

At the Annual General Meeting (**AGM**) of the Company, duly convened and held at the offices of Slaughter and May, One Bunhill Row, London EC1Y 8YY on 9 May 2024, the following resolutions (in addition to resolutions concerning ordinary business) were passed:

**ORDINARY RESOLUTION**

13. That, from the date of this resolution until the earlier of the close of business on 30 June 2025 and the conclusion of the Company's Annual General Meeting to be held in 2025, the Company and all companies which are its subsidiaries at any time during such period are authorised:

- a) to make donations to political parties and/or independent election candidates;
- b) to make donations to political organisations other than political parties; and
- c) to incur political expenditure,

up to an aggregate total amount of £100,000, with the amount authorised for each of paragraphs a) to c) above being limited to the same total.

Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board may decide is appropriate.

Terms used in this resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on 'Control of political donations and expenditure'.

14. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company:

- a) up to an aggregate nominal amount of £23,780,832 (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph b) below in excess of £23,780,832); and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to an aggregate nominal amount of £47,561,664 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted pursuant to paragraph a) above) in connection with a fully pre-emptive offer):
  - i) to holders of Ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary shares held by them; and

- ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, 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 or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) this authority shall expire at the close of business on 30 June 2025 or, if earlier, at the conclusion of the Company's Annual General Meeting to be held in 2025, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may allot shares or grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the Directors on the date of the Notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

15.

- a) That the Morgan Advanced Materials Sharesave Plan 2024 (the "Sharesave"), summarised in the Appendix to the Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, is approved and the Directors is authorised to do all such acts and things necessary or desirable to establish the Sharesave; and
- b) the Directors are authorised to adopt further plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave.

### **SPECIAL RESOLUTION**

16. That, subject to the passing of resolution 14 in the Notice of this meeting, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities, (as defined in section 560(1) of that Act) for cash under the authority given by resolution 14 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment and/or sale, provided that this power is limited to:

- a) the allotment of equity securities and/or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 14 in connection with a fully pre-emptive offer only) in favour of holders of Ordinary shares in the capital of the Company at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly practicable) to the respective number of Ordinary shares in the capital of the Company held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any relevant regulatory body or any stock exchange; and
- b) the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,134,249,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 14 in the Notice of this meeting, save that, prior to the expiry of this power the Company may make offers, and enter into agreements, which would, or might require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

17. That, subject to the passing of resolution 14 in the Notice of this meeting and in addition to the power contained in resolution 16 in the Notice of this meeting, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by resolution 14 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment and/or sale, provided that such power is:

- a) limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £7,134,249; and
- b) used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either 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 Pre-Emption Group prior to the date of the Notice of this meeting,

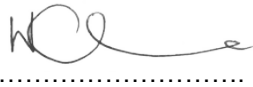
and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 14 in the Notice of this meeting, save that, prior to the expiry of this power, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or sell treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

18. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases, as defined in section 693(4) of the Companies Act 2006, of the Company's Ordinary shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 28,536,998;
- b) the minimum price (exclusive of expenses) that may be paid for each Ordinary share is its nominal value;
- c) the maximum price (exclusive of expenses) which may be paid for each Ordinary share shall be an amount equal to the higher of (i) 105% of the average of the closing price of the Company's Ordinary shares as derived from the London Stock Exchange Daily Official List on the five business days immediately preceding the date on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary share in the Company on the trading venue where the market purchases by the Company are carried out;
- d) such authority will expire at the close of business on 30 June 2025 or, if earlier, at the conclusion of the Company's AGM to be held in 2025; and

- e) before such expiry the Company may enter into a contract to purchase shares that would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

19. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to read 'Win Chime', written over a dotted line.

Win Chime  
Company Secretary