

Company Number: 3834125

LISTING RULES 9.6.2R

RESOLUTIONS

OF

DE LA RUE plc

Passed on 6 August 2020

At the ANNUAL GENERAL MEETING of the above-mentioned Company, duly convened and held at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire RG22 4BS on Thursday 6 August 2020, the following resolutions were duly passed:

as Ordinary Resolutions

10. That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"):

(a) up to an aggregate nominal amount of £29,150,655 (such amount to be reduced by any allotments or grants made under paragraph (b) below in excess of such amount); and

(b) comprising equity securities (as defined in the Companies Act 2006 (the "Act")) up to a nominal amount of £58,301,310 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 November 2021, but so that, in each case, the Company may before such expiry make offers, and enter into agreements, which would, or might, require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares and grant Rights in pursuance of any such offer or agreement as if this authority had not expired.

11. That in accordance with section 366 and section 367 of the Companies Act 2006 (the "Act"), the Company, and each company which is or becomes its subsidiary during the period to which this resolution relates, be and are hereby authorised to:

(a) make political donations to political parties and/or independent election candidates not exceeding £100,000 in total;

(b) make political donations to political organisations other than political parties not exceeding £100,000 in total; and

(c) incur political expenditure not exceeding £100,000 in total,

during the period commencing on the date of the passing of this resolution and ending at the conclusion of the Company's next Annual General Meeting or, if earlier, at the close of business on 6 November 2021, provided that, in any event, the total aggregate amount of all political donations made or political expenditure incurred by the Company and its subsidiaries in such period shall not exceed £100,000. For the purposes of this resolution, 'political donations', 'political organisations', 'political parties', 'independent election candidates' and 'political expenditure' have the meanings given in sections 363 to 365 of the Act.

15. That:
- (a) the rules of the De La Rue Deferred Bonus Plan 2020 (“DBP”), in the form produced to the meeting and initialled by the Chairman for the purposes of identification, and a summary of the principal terms of which are set out in the Appendix to this Notice of AGM, be hereby approved and the Directors be hereby authorised to do all things (including making minor amendments to the rules of the DBP) which they may consider necessary or expedient to establish the DBP; and
 - (b) the Directors of the Company be authorised to establish further plans based on the DBP for the benefit of employees who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any shares made available under such other plans shall be treated as counting against any individual or overall limits contained in the DBP.

16. That:
- (a) the rules of the De La Rue Performance Share Plan 2020 (“PSP”), in the form produced to the meeting and initialled by the Chairman for the purposes of identification, and a summary of the principal terms of which are set out in the Appendix to this Notice of AGM, be hereby approved and the Directors be hereby authorised to do all things (including making minor amendments to the rules of the PSP) which they may consider necessary or expedient to establish the PSP; and
 - (b) the Directors of the Company be authorised to establish further plans based on the PSP for the benefit of employees who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any shares made available under such other plans shall be treated as counting against any individual or overall limits contained in the PSP.

as Special Resolutions

12. That, if resolution 10 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006 (the “Act”)) for cash under the authority given by that resolution 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 or sale, such authority to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 10, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates and any legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of resolution 10 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £4,372,598,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 November 2021, but so that, in each case, the Company may before such expiry 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 authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. That if resolution 10 is passed, the Board be authorised in addition to any authority granted under resolution

12 to allot equity securities (as defined in the Companies Act 2006 (the "Act")) for cash under the authority granted under paragraph (a) of resolution 10, 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 or sale, such authority to be:

- (a) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £4,372,598; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other 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 this Notice of Meeting,

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 6 November 2021, but so that, in each case, the Company may before such expiry 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 authority expires and the Board may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That the Company be and is hereby authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of any of the Company's ordinary shares of $44\frac{152}{175}$ pence each ("Ordinary Shares"), on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 19,490,695;
- (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is $44\frac{152}{175}$ pence; and
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the highest of: (i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out at the relevant time,

such authority to apply until the end of next year's Annual General Meeting of the Company or, if earlier, until the close of business on 6 November 2021 but so that during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

17. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.



Jane Hyde
Company Secretary

Dated: 6 August 2020