

**Company Number: 3834125**

**LISTING RULE 6.4.2R**

**PUBLIC COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTIONS**

of

**DE LA RUE PLC**

(the “**Company**”)

(Passed 3 June 2025)

At a General Meeting of the Company duly convened and held at the offices of the Company at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS on 3 June 2025 the following Resolutions were duly passed as a Special Resolutions:

**SPECIAL RESOLUTIONS**

1. **THAT** for the purpose of giving effect to the scheme of arrangement dated 9 May 2025 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the document relating to the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chair of the Company, in its original form or subject to any modification, addition or condition agreed in writing by the Company and Bidco and approved or imposed by the Court, 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.
2. **THAT** 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 article 139:

**139 Scheme of Arrangement**

- 139.1 In this Article, references to the “Scheme” are to the scheme of arrangement dated 9 May 2025 under Part 26 of the Act between the Company and the holders of the Scheme Shares (as defined in the Scheme), as it may be modified or amended in accordance with its terms, and expressions defined in the Scheme or (if not so defined in the Scheme) defined in the circular dated 9 May 2025 circulated with the Scheme containing the explanatory statement required pursuant to Section 897 of the Act, shall have the same meanings where used in this Article.
- 139.2 Notwithstanding any other provision of these Articles, if any ordinary shares are issued (other than to Bidco (“**Bidco**”), any member of the Bidco Group or any other person holding shares in Bidco) after the adoption of this Article and at or prior to the Scheme Record Time (as defined in the Scheme), such shares shall be issued subject to the terms of the Scheme and the original or any subsequent holder or holders of such ordinary shares shall be bound by the Scheme accordingly.
- 139.3 Notwithstanding any other provision of these Articles, if, at any time after the Scheme Record Time (as defined in the Scheme), any ordinary shares (“**New Shares**”) are issued or are to be issued to any person (a “**New Member**”) other than Bidco, any member of the Bidco Group or any other

person holding shares in Bidco, provided that the Scheme has become effective, such New Shares shall be transferred immediately after the time at which the Scheme becomes effective ("**Scheme Effective Time**") or, if later, upon the issue of the New Shares, free of all encumbrances, to Bidco (or as Bidco may direct by notice in writing to the Company) in consideration for, and conditionally upon, the payment by and on behalf of Bidco to the New Member (or any subsequent holder, as appropriate) of the same cash consideration per ordinary share as would have been payable to a holder of Scheme Shares at the Scheme Record Time under the Scheme.

- 139.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Date, the value of the consideration per New Share to be paid under Article 139.3 may be adjusted by the directors in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to shares shall, following such adjustment, be construed accordingly.
- 139.5 To give effect to any such transfer required by Article 139.3, the Company may appoint any person as attorney and/or agent for the New Member to transfer the New Shares to Bidco and/or its nominee and to do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the New Shares in Bidco and pending such vesting to exercise all such rights attaching to the New Shares as Bidco may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of Bidco) be entitled to exercise any rights attaching to the New Shares unless agreed in writing by Bidco. The attorney or agent 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) in favour of Bidco and the Company may give a good receipt for the consideration for the New Shares and may register Bidco as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the New Shares. Bidco shall settle the consideration due to the New Member pursuant to Article 139.3 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such New Shares as soon as practicable and in any event within 14 days of the date on which the New Shares are issued to the New Member.
- 139.6 If the Scheme shall not have become Effective by 15 September 2025 (or such later date (if any) as the Company and Bidco may agree) and the Court may approve, this Article 139 shall be of no effect.
- 139.7 Notwithstanding any other provision of these Articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares (as defined in the Scheme) effected between the Scheme Record Time (as defined in the Scheme) and the Scheme Effective Time.

**3. THAT:**

- a) subject to the Scheme becoming Effective, the Company be re-registered as a private limited company under the Companies Act 2006 by the name of De La Rue Limited; and
- b) with effect from the Company's re-registration as a private limited company, the articles of association produced to the meeting and for the purposes of identification signed by the Chair be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

**SIGNED**.....

**CLIVE WHILEY  
CHAIRMAN OF THE MEETING**