

**Company Number 103548**

**COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**(except resolutions comprising ordinary business)**

**OF**

**COATS GROUP PLC (the “Company”)**

**PASSED ON 22 MAY 2024**

At the Annual General Meeting of the Company held at FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD, the following resolutions were duly passed:

**Ordinary Resolution**

**Resolution 14**

That the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (i) up to a nominal amount of £26,627,510 (such amount to be reduced by any allotments or grants made under paragraph (ii) below in excess of such sum); and
- (ii) comprising equity securities (as defined in section 560 of the UK Companies Act 2006 (UK Companies Act)) in the Company up to a nominal amount of £53,255,020 (such amount to be reduced by any allotments or grants made under paragraph (i) above) in connection with an offer by way of a rights issue:
  - a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

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

Such authority shall apply in substitution for all subsisting authorities (without prejudice to the continuing authority of the Directors to allot shares, and grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made) and shall expire (unless previously varied as to duration, revoked or renewed by the Company in a General Meeting) at the end of next year's AGM (or, if earlier, until the close of business on 30 June 2025) save that the Company shall be entitled to make offers and enter into agreements before the expiry of such authority which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights to subscribe for or convert securities into shares pursuant to any such offer or agreement as if this authority had not expired.

## **Resolution 15**

That:

- (i) the rules of the Coats Group plc Long Term Incentive Plan in the form produced to the Meeting and initialled by the Chair of the Meeting for the purposes of identification (LTIP), the principal terms of which are summarised in Appendix 2 to this Notice of AGM, be and are hereby approved and the Directors be and are hereby authorised to adopt the LTIP and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the LTIP, and
- (ii) the Directors be and are hereby authorised to adopt further schemes based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the LTIP.

## **Resolution 16**

That:

- (i) the rules of the Coats Group plc Deferred Annual Bonus Plan in the form produced to the Meeting and initialled by the Chair of the Meeting for the purposes of identification (DABP), the principal terms of which are summarised in Appendix 2 to this Notice of AGM, be and are hereby approved and the Directors be and are hereby authorised to adopt the DABP and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the DABP, and
- (ii) the Directors be and are hereby authorised to adopt further schemes based on the DABP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the DABP.

## **Special Resolutions**

### **Resolution 17**

That if Resolution 14 is passed, the Directors be given power to allot equity securities (as defined in the UK Companies 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 UK Companies Act did not apply to any such allotment or sale, such power to be limited:

- (i) 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 (ii) of Resolution 14, by way of a rights issue):
  - a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - b) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider 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 matters; and

- (ii) in the case of the authority granted under paragraph (i) of Resolution 14 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 (i) above) up to a nominal amount of £7,989,051,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2025) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### **Resolution 18**

That, if Resolution 14 is passed, the Directors be given the power in addition to any power granted under Resolution 17, to allot equity securities (as defined in the UK Companies Act) for cash under the authority granted under paragraph (i) of Resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the UK Companies Act did not apply to any such allotment or sale, such power to be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,989,051, such power to be used only for the purposes of financing 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 this Notice of AGM or for the purposes of refinancing such a transaction within 12 months of its taking place,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2025) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### **Resolution 19**

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the UK Companies Act) of its Ordinary Shares on such terms and in such manner as the Directors may from time to time determine, provided that:

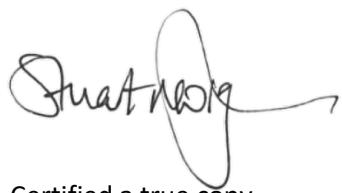
- (i) the maximum number of Ordinary Shares hereby authorised to be acquired is 159,781,039;
- (ii) the minimum price (exclusive of associated expenses) which may be paid for any such Ordinary Share shall not be less than the nominal value of such share;
- (iii) the maximum price which may be paid for any such Ordinary Share shall be the higher of: (a) the amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased (exclusive of associated expenses); and (b) the higher of the last independent trade

and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;

- (iv) unless previously renewed, revoked or varied by the Company in a General Meeting, the authority conferred by this resolution shall expire at the end of next year's AGM (or, if earlier, until the close of business on 30 June 2025); and
- (v) the Company may contract to purchase its Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiration of such authority, and may purchase its Ordinary Shares in pursuance of any such contract.

**Resolution 20**

That a General Meeting, other than an Annual General Meeting of the Company, may be called on not less than 14 clear days' notice.

A handwritten signature in black ink, appearing to read "Stuart Morgan".

Certified a true copy

Stuart Morgan  
Company Secretary