

05 May 2020

**4imprint Group plc**  
**Registered number 0177991**

At the Annual General Meeting of 4imprint Group plc ("the Company") held at the offices of 4imprint Direct Ltd, Cobra Court, 5 Ball Green, Trafford Park, Manchester, M32 0QT on Tuesday 5 May 2020 at 11.00 am, the following resolutions concerning special business were duly passed:

**12. As an Ordinary Resolution:**

That the Directors of the Company be and hereby are authorised generally and without condition, in accordance with section 551 of the Act, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £3,600,708, such authority to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 4 August 2021), but during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

**13. As a Special resolution:**

That if resolution 12 is passed, the Directors of the Company be authorised to allot equity securities (as defined in 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 for cash in connection with an offer of, or invitation to apply for, equity securities:
  - (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 Directors of the Company otherwise considers necessary,

and so that the Directors of the Company 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; and

- (B) in the case of the authority granted under resolution 12 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £540,106.

such authority to expire at the end of next year's Annual General Meeting (or, if earlier, until the close of business on 4 August 2021) but, in each case, prior to its expiry 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 authority expires and the Directors of the Company may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **14. As a Special Resolution**

That the Company be and is hereby authorised for the purposes of section 701 of the Act generally and without conditions to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares, provided that:

- (A) the Company may not purchase more than 2,808,553 of its ordinary shares;
- (B) the Company may not pay less than the nominal value for each ordinary share purchased;
- (C) the Company may not pay more per ordinary share than the higher of:
  - (i) an amount equal to 5 per cent. above the average of the middle market quotation of its ordinary shares, based on the London Stock Exchange's Daily Official List for the 5 business days before the day on which the Company agrees to buy the shares; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such authority to expire at the end of next year's Annual General Meeting (or, if earlier, 4 August 2021). However, the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed fully or partly after this authority expires and the Company may purchase ordinary shares pursuant to any such contract as if the power had not expired.

#### **15. As a Special Resolution**

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



Emma Taylor  
Company Secretary  
5 May 2020