

**Company number 00177991**

**4IMPRINT GROUP PLC (the “Company”)**

At the Annual General Meeting of the Company held on Wednesday 24 May 2023 at 25 Southampton Buildings, London, WC2A 1AL, the following resolutions concerning special business were duly passed by the Company, with Resolution 15 passed as an ordinary resolution and Resolutions 16,17 and 18 passed as special resolutions.

**Powers of the Board to Allot Shares**

15. To resolve 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 24 August 2024), 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.

**Disapplication of Pre-Emption Rights**

16. That if resolution 15 is passed, the Board be given power 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 power 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:

(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;

(B) in the case of authority granted under resolution 15 and/or in the case of any sale of any 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 £1,080,212; and

- (C) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) or paragraph (B) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (B) above, such power to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 24 August 2024) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### **Authority to make Market Purchases of Own Shares**

17. 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 in aggregate;
- (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:
  - 1. an amount equal to 5% 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
  - 2. 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, 24 August 2024). However, the Company may enter into a contract or contracts 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 or contracts as if the power had not expired.

**Notice Periods for General Meetings (other than Annual General Meetings)**

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

*E. Taylor*

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Emma Taylor  
Company Secretary  
24 May 2023