

Company No. 0053171

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF REDDE NORTHGATE PLC

(PASSED 26th SEPTEMBER 2023)

At the Annual General Meeting of the above named company, duly convened and held on 26th September 2023 the following resolutions were passed; resolution 15 as an ordinary resolution and resolutions 16 to 20 as special resolutions:

Resolution 15

That the Board be and it is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £38,202,308; and, in addition,
- (b) comprising equity securities (within the meaning of Section 560(1) of the Companies Act 2006) up to an aggregate nominal amount of £38,202,308 in connection with a fully pre-emptive offer (including an offer by way of a rights issue or open offer),

provided that this authority shall expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024) save that the Company may before such expiry make an offer or agreement 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 Board may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

For the purposes of this Resolution 15, fully pre-emptive offer, means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of shares held by them; and
- (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights, as the Directors 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 or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

Special Resolutions

Resolution 16

That, if Resolution 15 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to allotments in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 15, if Resolution 15 is passed, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):

- (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) to the allotment of equity securities or sale of treasury shares (otherwise than under (a) above) up to a nominal amount of £11,460,692; 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 authority 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 authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 17

That if Resolution 15 is passed, the Board be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £11,460,692, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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 (a) above, such authority 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 authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 26 December 2024 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 18

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of ordinary shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes set out in Section 727 of the Companies Act 2006, including for the purpose of its employee share schemes, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be acquired is 22,921,385;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share is 50.0p;
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share is an amount not more than the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for such 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; and
 - (ii) an amount equal to the higher of the price of the last independent trade of such ordinary share and the highest current independent bid on the trading venue on

which the purchase is carried out;

- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Resolution 19

That the Company be and it is generally and unconditionally authorised to make market purchases (within the meaning of s693(4) of the Companies Act 2006) of preference shares of 50.0p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the maximum number of preference shares hereby authorised to be acquired is 1,000,000 (being all the preference shares remaining in issue as at the date of this notice);
- (b) the minimum price (excluding expenses) which may be paid for any preference share is 1.0p;
- (c) the maximum price (excluding expenses) which may be paid for any preference share is 50.0p;
- (d) the authority hereby conferred shall expire at the end of the next annual general meeting of the Company or, if earlier, at the close of business on 26 March 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (e) the Company may make a contract to purchase its preference shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its preference shares in pursuance of any such contract.

Resolution 20

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



Signed:
COMPANY SECRETARY