

Company Number: 609782

THE COMPANIES ACTS 1948 TO 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
INCHCAPE PLC

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the Royal Automobile Club, 89 Pall Mall, St. James's, London SW1Y 5HS on Thursday 9 May 2024 the following resolutions were duly passed, Resolutions 16 to 17 as ORDINARY RESOLUTIONS and Resolutions 18 to 21 as SPECIAL RESOLUTIONS:-

ORDINARY RESOLUTIONS

16. To:

- (a) approve an extension of the life of the Inchcape SAYE Share Option Plan (SAYE Plan) in the form produced to the meeting and initialled by the Chairman for the purpose of identification only, a summary of the main provisions of which is set out in Appendix 1 to this Notice of AGM dated 27 March 2024; and
- (b) authorise the directors to establish schedules to, or other share plans based on, the SAYE Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided any ordinary shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the SAYE Plan.

17. To authorise the Directors generally and unconditionally in accordance with section 551 of the Companies Act 2006, in substitution for all subsisting authorities, 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 £13,766,904, such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2025), save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

SPECIAL RESOLUTIONS

18. THAT if Resolution 17 is passed, the Directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 17 and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 18) to any person or persons up to an aggregate nominal amount of £2,065,035,

and shall expire upon the expiry of the general authority conferred by Resolution 17, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

19. THAT, if Resolution 17 is passed and in addition to the power conferred by Resolution 18, the Directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 17 and by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall:

- (a) be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £2,065,035; and
- (b) only be used for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction

which the Directors determine to be an acquisition or other 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 shall expire upon the expiry of the general authority conferred by Resolution 17, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

20. To authorise the Company for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of the ordinary shares on such terms and in such manner as the Directors may from time to time determine, such power to be limited:

- (a) to a maximum number of 41,300,713 ordinary shares;
- (b) by the condition that the minimum price (exclusive of expenses) which may be paid for an ordinary share is the nominal amount of that share and the maximum price (exclusive of expenses) which may be paid for an ordinary share is the highest of:
 - (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out at the relevant time;

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2025) but during this period the Company may enter into a contract to purchase ordinary shares which would or might be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

21. To approve that a general meeting other than an AGM may be called on not less than 14 clear days' notice.

Handwritten signature of Nigel Stein in black ink.

Nigel Stein
Chairman
Inchcape plc

Date: 9 May 2024

Registered Office:
22a St James's Square
London
SW1Y 5LP