

Company Number: 609782

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

At a GENERAL MEETING of INCHCAPE PLC (**Company**), duly convened and held at Exchange House, Primrose Street, London EC2A 2EG on Tuesday 26 August 2025 the following resolution was duly passed as a SPECIAL RESOLUTION:-

1. THAT:

in relation to the Company's purchases of 6,649,554 ordinary shares of £0.10 each (**Shares**) during the period commencing on 25 November 2024 and ending on 24 March 2025 (inclusive) (**Affected Share Buybacks**):

- 1.1. the Company hereby ratifies and confirms the making of payments in relation to such purchases and the appropriation of the distributable reserves of the Company to such payments be and is hereby authorised by reference to a payment date identical to the payment date for the Affected Share Buybacks;
- 1.2. the Company be and is hereby authorised for the purposes of section 694 of the Companies Act 2006 (**Act**) to make off-market purchases (within the meaning of section 693(2) of the Act) of the Shares in accordance with the terms of the proposed buyback contract to be entered into between the Company and Jefferies International Limited (**Broker**), in the form produced to the General Meeting and initialled by the Chair of the meeting for the purposes of identification, for the aggregate consideration of £1 (**Buyback Contract**), such authority to expire on 31 December 2025 (unless renewed, varied or revoked by the Company prior to that date);
- 1.3. any and all claims which the Company has or may have arising out of or in connection with the payments made for the Affected Share Buybacks (including any related applicable interest) against the Broker be waived and released in accordance with the terms of the Buyback Contract;

- 1.4. any distribution involved in the giving of any such release to the Broker in relation to the Affected Share Buybacks pursuant to the terms of the Buyback Contract be made out of the distributable profits of the Company appropriated to the Share Buybacks by reference to a payment date identical to the payment date for the Affected Share Buybacks;
- 1.5. any and all claims which the Company has or may have against its Directors (whether past or present) arising out of or in connection with the Affected Share Buybacks be released and the deed of release in favour of such persons be entered into by the Company in the form produced to the General Meeting and initialled by the Chair of the meeting for the purposes of identification; and
- 1.6. any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the Buyback Contract and the Directors' Deed of Release on behalf of the Company.



Jerry Buhlmann
Chairman
Inchcape plc

Date: 26 August 2025

Registered Office:
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