

Number of Company 00735438
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS OF
ME GROUP INTERNATIONAL PLC

Passed 18 August 2023

At a GENERAL MEETING of the above-named company, duly convened and held at the offices of Hudson Sandler LLP, 25 Charterhouse Square, London EC1M 6AE, on Friday 18 August 2023 at 10:00 a.m., the following resolutions were duly passed on a poll as special business (in the case of resolution 1, as a special resolution, and in the case of resolutions 2, as an ordinary resolution):

1. THAT, subject to and conditional on the passing of resolution 2 below, in substitution for any existing authority, the Company be generally and unconditionally authorized in accordance with section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.5p each in the capital of the Company, on such terms and in such manner as the directors may from time to time determine provided that:
 - (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 37,845,487, representing 10% of the issued ordinary share capital of the Company as at 28 July 2023, being the latest practicable date prior to the release of this notice;
 - (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value;
 - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall be, in respect of an ordinary share contracted to be purchased on any day, the higher of:
 - (i) an amount which is not more than 5% above the average of the closing middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased, or
 - (ii) the higher of the price of the last independent trade of an ordinary share or the highest current independent bid on the London Stock Exchange; and
 - (d) unless varied, revoked or renewed, the authority conferred by this resolution 1 shall expire at the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, enter into a contract or contracts to purchase ordinary shares which would or might be executed wholly or partly after such expiry and make purchases of ordinary shares in pursuance of such contract or contracts as if the authority conferred by this resolution had not expired.
2. THAT, subject to and conditional on the passing of resolution 1 above, the waiver by the Panel on Takeovers and Mergers (the "Panel") of any obligation which might otherwise arise on the Concert Party (as defined in the circular of the Company dated 1 August 2023 (the "Circular")), collectively and/or individually, to make a general offer to Shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers (the "Code") as a result of any market purchases of Ordinary Shares by the Company pursuant to the Proposed Buy-Back Authority (as defined in the Circular), which could have the effect of increasing the Concert Party's aggregate interest in shares of the Company to a maximum of 40.60 per cent of the voting rights of the Company, be and is hereby approved, provided that such approval shall expire at the conclusion of the next annual general meeting of the Company. Certified a true copy

Registered Office:

Unit 3B Blenheim Road
Epsom
KT19 9AP


Delmo Mansi
(Company Secretary)