

THE COMPANIES ACT 2006

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PUBLIC COMPANY LIMITED BY SHARES

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COPY RESOLUTION

of

HILL & SMITH HOLDINGS PLC

At the General Meeting of Hill & Smith Holdings PLC, duly convened and held in accordance with the Companies Act 2006 and Hill & Smith Holdings PLC's articles of association at Hill & Smith Holdings PLC, Westhaven House, Arlestone Way, Shirley, Solihull, West Midlands, B90 4LH on 5 September 2022 at 11.00 a.m. (London time) the following resolution was passed as an ordinary resolution:-

ORDINARY RESOLUTION

**THAT** (a) the proposed sale by the Company's wholly-owned subsidiary Hill & Smith (France) Limited (the "**Seller**") of France Galva SA and its business, substantially on the terms and subject to the conditions set out in the Share Purchase Agreement dated 10 August 2022 made between the Seller, the Company and ZINQ France SAS and Sofigalva SAS, as described in the circular to the shareholders of the Company dated 17 August 2022 (the "**Disposal**"), be and is hereby approved; and (b) the directors of the Company (the "**Directors**") (or any duly constituted committee of the board of Directors) be and are hereby authorised to take all necessary or appropriate steps and to do all necessary or appropriate things to implement, complete or procure the implementation or completion of the Disposal and give effect thereto with such modifications, variations, revisions, waivers or amendments (not being modifications, variations, revisions, waivers or amendments to the terms of the Disposal of a material nature) as the Directors (or any duly authorised committee of the board of Directors) may deem necessary, expedient or appropriate in connection with the Disposal.



Alex Henderson  
Company Secretary