

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of

HENRY BOOT PLC
(Company Number 160996)

Passed on 20 May 2021

At the Annual General Meeting of Henry Boot PLC held at Banner Cross Hall, Ecclesall Road South, Sheffield S11 9PD on Thursday 20 May 2021, the following Resolution was passed as an ORDINARY RESOLUTION of the Company:

RESOLUTION 14

THAT pursuant to Section 551 of the Companies Act 2006, the Directors be and are generally and unconditionally authorised to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £4,440,364, provided that (unless previously revoked, varied or renewed) this authority shall expire on 19 August 2022 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. This authority is in substitution for all existing authorities under Section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).



AMY STANBRIDGE
Company Secretary

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HENRY BOOT PLC
(Company Number 160996)

Passed on 20 May 2021

At the Annual General Meeting of Henry Boot PLC held at Banner Cross Hall, Ecclesall Road South, Sheffield S11 9PD on Thursday 20 May 2021, the following Resolution was passed as a SPECIAL RESOLUTION of the Company:

RESOLUTION 15

THAT subject to the passing of Resolution 14 and pursuant to Section 570 of the Companies Act 2006, the Directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 14 as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):
 - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
 - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- b. otherwise than pursuant to paragraph a. of this resolution, up to an aggregate nominal amount of £666,054,

and (unless previously revoked, varied or renewed) this power shall expire on 19 August 2022 or at the conclusion of the next AGM of the Company after the passing of this resolution, whichever is the earlier, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the Directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. This power is in substitution for all existing powers under Section 570 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).



AMY STANBRIDGE
Company Secretary

THE COMPANIES ACT

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HENRY BOOT PLC
(Company Number 160996)

Passed on 20 May 2021

At the Annual General Meeting of Henry Boot PLC held at Banner Cross Hall, Ecclesall Road South, Sheffield S11 9PD on Thursday 20 May 2021, the following Resolution was passed as a SPECIAL RESOLUTION of the Company:

RESOLUTION 16

THAT pursuant to Section 701 of the Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 10p each in the capital of the Company (ordinary shares) provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 13,321,093;
- b. the minimum price (excluding expenses) which may be paid for an ordinary share is 10p;
- c. the maximum price (excluding expenses) which may be paid for an ordinary share is not more than the higher of:
 - i. an amount equal to 105% of the average of the 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 day on which the purchase is made; and
 - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- d. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, on 19 August 2022; and
- e. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed or executed wholly or partly after the expiry of such authority.



AMY STANBRIDGE
Company Secretary