**Company Number: 00460129**

**Headlam Group plc**

At the Headlam Group plc (the ‘Company’) Annual General Meeting (the ‘Meeting’) held on Thursday 22 May 2025 at Gorsey Lane, Coleshill, Birmingham, B46 1JU the following resolutions, (12, 13,14 and 15 being resolutions other than those concerning ordinary business), were passed. We have also included ordinary resolution 11 because it is referred to within the other special resolutions.

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**Ordinary Resolution 11**

11. THAT in accordance with section 551 of the Companies Act 2006 (the ‘Act’) the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company):

(a) up to an aggregate nominal amount of £605,841; and

(b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £605,841 in connection with a fully pre-emptive offer:

(i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) to holders of other equity securities as required by the rights of those securities or 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, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The authorities conferred on the Directors under paragraphs (a) and (b) shall, unless renewed, varied or revoked by the Company, expire at the close of business on 21 August 2026 or, if earlier, at the end of the 2026 Annual General Meeting save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

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**Special Resolutions 12, 13, 14 & 15**

12. THAT, subject to the passing of resolution 11 in this Notice, and in place of all existing powers to allot securities given to the Directors, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority conferred by resolution 11 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

(a) the allotment of equity securities or sale of treasury shares in connection with an issue or offering to holders of equity securities (but in the case of the authority granted under resolution 11(b) in this Notice by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to resolution 12(a) above) up to a nominal amount of £403,894; and

(c) the allotment of equity securities or sale of treasury shares (otherwise than under resolutions 11(a) and 11(b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under resolution 12(b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the 2026 Annual General Meeting (or, if earlier, at the close of business on 21 August 2026), but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the

authority had not expired.

13. THAT, subject to the passing of resolution 11 in this Notice, the Directors be authorised, in addition to any authority granted under resolution 12 in this Notice, to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/ or to sell ordinary shares held by the Company as treasury shares for cash, as if section

561 of the Act did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £403,894, such authority to be used only for the purposes of financing (or refinancing if the authority is to be used within 12 months after the original transaction) a transaction which the Board of Directors of the Company determines to be either an acquisition or a specified 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

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under resolution 12(a) in this Notice) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under resolution 13(a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at the end of the 2026 Annual General Meeting (or, if earlier, at the close of business on 21 August 2026), but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5 pence each in the capital of the Company, subject to the following conditions:

(a) the maximum number of ordinary shares which may be purchased is 8,077,886;

(b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 5 pence (being the nominal amount thereof);

(c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:

(i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; 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 market purchase by the Company is carried out; and

(d) the authority conferred by this resolution shall expire at the conclusion of the 2026 Annual General Meeting or, if earlier, at the close of business on 21 August 2026 (except in relation to the purchase of shares, the contract for which was made before the expiry of this authority and which might be concluded wholly or partly after such expiry), and any ordinary shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors to be in the best interests of shareholders at the time.

15. That the Company be and is hereby generally and unconditionally authorised to hold general meetings (other than Annual General Meetings) on not less than 14 clear days’ notice, provided that the authority shall expire at the conclusion of the 2026 Annual General Meeting or close of business on 21 August 2026, whichever is the earlier.



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Alison Hughes

**General Counsel & Company Secretary**