

Trifast plc

Incorporated in the United Kingdom

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www.trifast.com

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
of
TRIFAST PLC
(the Company)
PASSED ON 22 September 2020**

At the Annual General Meeting of the Company duly convened and held on Tuesday 22 September 2020 at Trifast House, Bellbrook Park, Uckfield, East Sussex, TN22 1QW, the following resolutions were passed as special business as indicated below:

Special Business**12 Authority to allot relevant securities**

At the Company's last AGM, shareholders authorised the Directors, under section 551 of the Companies Act 2006 and the Company's Articles of Association, to allot ordinary shares and grant other share rights without the prior consent of shareholders. It is proposed by ordinary resolution to seek renewal of this authority and to so authorise the Directors for the period until the AGM in 2021, or if sooner, 22 December 2021. The £2,242,829 nominal amount of the ordinary shares to which this authority relates (referred to as the Section 551 Amount) represents approximately 33% of the nominal amount of issued share capital of the Company as at the date hereof. The Directors have no present intention of exercising this authority.

13 Disapplication of pre-emption rights (unrestricted basis)

At the Company's last AGM, the Directors were empowered to allot ordinary shares for cash without first being required to offer such shares to existing shareholders pursuant to section 561 of the Companies Act 2006 and the Company's Articles of Association. It is proposed by special resolution that this authority also be renewed for the same period as the authority under Resolution 12. The £339,822 nominal amount of ordinary shares to which this authority relates represents approximately 5% of the issued share capital of the Company as at the date hereof.

14 Disapplication of pre-emption rights (acquisition basis)

In addition to the authority for disapplication of pre-emption rights set out at Resolution 13 above, in accordance with the guidance of the Pre-Emption Group, the Directors seek renewal of an additional authority to allot ordinary shares for cash without first being required to offer such shares to existing shareholders pursuant to section 561 of the Companies Act 2006 and the Company's Articles of Association for a further £339,822 nominal amount of ordinary shares representing approximately 5% of the issued share capital of the Company as at the date hereof. This allotment authority is only to be used for an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group. It is proposed by special resolution that this authority be given for the same period as the authority under Resolution 12.

15 Authority to purchase shares

This special resolution seeks renewal of the authority for the Company to make market purchases of its own shares. If passed, the resolution gives authority for the Company to purchase up to 13,592,904 ordinary shares, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date hereof.

The resolution specifies the minimum and maximum prices which may be paid for any shares purchased under this authority. The authority will expire at the AGM in 2021 or, if sooner, 22 December 2021.

The Directors only intend to exercise the authority to purchase shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

16 Notice periods for general meetings

The Companies Act 2006 allows shareholders to approve by special resolution a shorter notice period than 21 clear days to apply to general meetings, which cannot however be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice.

In order to enable Directors to be able to utilise this ability, Resolution 16 seeks the renewal of such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

17 Amendment to Articles of Association

The Company last updated its Articles of Association in 2010. The proposed new Articles of Association contain a limited number of changes. The key changes are summarised in Annexure 1 to the Notice of Meeting dated 14 August 2020, and a track changed version of the new Articles of Association as against the existing Articles of Association is available on the Company's website at www.trifast.com.

Signed on behalf of Trifast plc



Lyndsey Case
Company Secretary
Trifast plc

22 September 2020

