**DISCOVERIE GROUP PLC**

**ANNUAL GENERAL MEETING**

**24 July 2025**

**Resolutions**

The following resolutions were passed at the Annual General Meeting of discoverIE Group plc held on 24 July 2025.

1. To receive and adopt the Financial Statements for the year ended 31 March 2025, together with the Reports of the Directors and the Auditor thereon (the “Annual Report and Accounts”).
2. To approve the ﬁnal dividend of 8.60 pence per ordinary share recommended by the Directors in respect of the year ended 31 March 2025, payable on 1 August 2025 to holders of ordinary shares on the register of members of the Company at the close of business on 27 June 2025.
3. To approve the Directors’ Remuneration Report as set out on pages 110 to 133 of the Company’s Annual Report and Accounts for the year ended 31 March 2025 (other than the part containing the Directors’ Remuneration Policy).
4. To re-elect Bruce Thompson as a Director.
5. To re-elect Nick Jefferies as a Director.
6. To re-elect Simon Gibbins as a Director.
7. To re-elect Clive Watson as a Director.
8. To re-elect Rosalind Kainyah as a Director.
9. To re-elect Celia Baxter as a Director.
10. To re-appoint Deloitte LLP as Auditor of the Company to hold ofﬁce from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
11. To authorise the Directors to determine the remuneration of the Auditor.
12. That, in substitution for all existing unexercised authorities, the authority conferred on the Directors by Article 7.2 of the Company’s Articles of Association be renewed (unless previously renewed, varied or revoked) for a period ending on the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 and, for that period, the Section 551 Amount is £1,605,935.
13. That, in addition and without prejudice to the authority renewed in Resolution 12 above, the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as deﬁned in Section 560 of the Companies Act 2006) in connection with a pre-emptive offer by the Company of ordinary shares up to an aggregate nominal amount of £1,605,935 provided that this authority shall expire on the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Board may allot shares or grant such rights in pursuance of those offers or agreements, as if this authority had not expired.

For the purpose of this Resolution a “pre-emptive offer” means an offer to:

* 1. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
	2. people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities by means of the crediting of entitlements to subscribe or entitlements to rights or the issue of an application form or renounceable letter, 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 legal, regulatory or practical problems in, or under the laws of, any territory, or any other matter.

1. That, subject to the passing of Resolution 12 above, in substitution for all existing authorities:
2. the authority conferred on the Directors by Article 7.3 of the Company’s Articles of Association be renewed (unless previously renewed, varied or revoked) and that the Section 561 Amount is £481,780; and
3. the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as deﬁned in Section 560 of the Companies Act 2006) for cash, and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares (otherwise than under Article 7.3 of the Company’s Articles of Association) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time which is subject to Article 7.5 of the Company’s Articles of Association, 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 authorities to apply until the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in pursuance of such an offer or agreement, as if the power conferred hereby had not expired.

1. That, subject to the passing of Resolution 12 above, in addition and without prejudice to the authority renewed in Resolution 14 above, the Directors be and are unconditionally authorised to exercise all the powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company comprising equity securities (as deﬁned in Section 560 of the Companies Act 2006) for cash, and/or sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
2. to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £481,780, 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 Directors determine to either be an acquisition or 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
3. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (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 authorities to apply until the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement, as if the power conferred hereby had not expired.

1. That, subject to the passing of Resolution 13 above, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the said Act) for cash pursuant to the authority conferred by Resolution 13 above as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment, provided that this power shall expire on the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Board may allot equity securities and sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.
2. That, subject to the provisos hereto, the Company be and is hereby generally authorised to purchase any of its own ordinary shares of ﬁve pence each by a market purchase (as deﬁned by Section 693(4) of the Companies Act 2006) provided always that this power shall:
3. be limited to a purchase or purchases up to an aggregate of 9,635,610 issued ordinary shares of ﬁve pence each of the Company, representing approximately 10 per cent. of the Company’s issued share capital;
4. be limited to a purchase or purchases at a price per ordinary share (exclusive of dealing and other incidental costs and stamp duty) not below ﬁve pence and not above an amount equal to the higher of: (i) 105 per cent. 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 ordinary share is contracted to be purchased; and (ii) the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by Regulation (EU) 2016/1052 as it forms part of English law by virtue of the European Union (Withdrawal) Act 2018; and
5. unless renewed, varied or revoked by the Company in a general meeting, expire on the earlier of the date of the Company’s next Annual General Meeting or 24 October 2026 and the Company may make a purchase of its own shares in accordance with this authority after the expiry of the said time limit imposed above where the contract of purchase is concluded before such authority expires and the Company is hereby permitted to make a contract of purchase which would or might be executed wholly or partly after the authority shall have expired.
6. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice.
7. That the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are generally and unconditionally authorised, in accordance with Section 366 of the Companies Act 2006, to:

(a) make political donations to political parties or independent election candidates not exceeding £100,000 in aggregate for all such companies taken together;

(b) make political donations to political organisations other than political parties not exceeding £100,000 in aggregate for all such companies taken together; and

(c) incur political expenditure not exceeding £100,000 in aggregate for all such companies taken together,

during the period beginning on the date of this Resolution and ending at the conclusion of the Company’s next Annual General Meeting or, if earlier, on 25 October 2025.

For the purposes of this Resolution, ‘political donation’, ‘political parties’, ‘independent election candidates’, ‘political organisation’ and ‘political expenditure’ have the meanings given to them in Part 14 of the Companies Act 2006.

Resolutions 13 to 18 were passed as special resolutions.

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**Greg Davidson**

Group General Counsel &

Company Secretary

24 July 2025