

CLS Holdings Plc

(Registered in England and Wales number 02714781)

RESOLUTIONS

**passed at the Annual General Meeting held on
Thursday, 25 April 2024**

At the Annual General Meeting of the Company held on Thursday, 25 April 2024 at The Coade, 98 Vauxhall Walk, London, SE11 5EL the following Resolutions were passed:-

As an ordinary resolution

Renewal of the Board's authority to allot shares

14. That for the purposes of section 551 Companies Act 2006 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):

a. the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Companies Act 2006 respectively up to a maximum nominal amount of £3,311,752 to such persons and at such times and on such terms as they think proper during the period expiring at the conclusion of the next annual general meeting or at 6.00 p.m. on 25 July 2025, whichever is the earlier (unless previously renewed, revoked or varied by the Company in general meeting); and:

b. the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

so that all previous authorities of the Directors pursuant to the said section 551 be and are hereby revoked.

As special resolutions (15 to 17)

Disapplication of pre-emption rights

15. That subject to the passing of Resolution 14 set out in the Notice convening this Meeting, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the "Act")) for cash under the authority given by Resolution 14 and/or 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, provided that such power be limited to:

a. the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities to:

- i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii. holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph a. above) up to an aggregate nominal amount of £496,762,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2025 or at 6.00 p.m. on 25 July 2025 whichever is sooner (unless previously renewed, varied or revoked

by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

Renewal of authority to make market purchases of Ordinary Shares

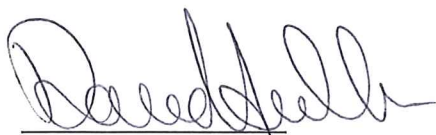
16. That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 2.5 pence each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Directors may determine provided that:

- a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 39,741,026 (representing approximately 10 per cent of the Company's issued share capital excluding treasury shares);
- b. the minimum price which shall be paid for any Ordinary Share pursuant to this authority shall be 2.5 pence, being the nominal value of an Ordinary Share;
- c. the maximum price which may be paid for any Ordinary Share is the higher of an amount equal to 5 per cent above the average of the closing middle-market quotations for the Ordinary Shares as derived from SEDOL for the five dealing days immediately preceding the day on which the purchase is made, and an amount equal to a price no higher than the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Trading System SETS, in each case exclusive of expenses;
- d. unless previously revoked or varied, the authority hereby conferred shall, subject as provided in paragraph (e) of this resolution, expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution (or, if earlier, at 6.00 p.m. on 25 July 2025, being 15 months from the date of the passing of this resolution); and
- e. the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract or contracts as if such authority had not expired.

Ability to hold general meeting on 14 clear days' notice

17. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

Certified a true copy



David F Fuller
Secretary