

CLS Holdings Plc

(Registered in England and Wales number 02714781)

RESOLUTIONS

**passed at the Annual General Meeting held on
Thursday, 23 April 2026**

At the Annual General Meeting of the Company held on Thursday, 23 April 2026 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 £3,317,589 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 23 July 2027, 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.

Approval of Scrip Dividend Scheme

15. That the Directors be authorised:
- a. in accordance with Article 188 of the Company's Articles of Association, to offer the holders of ordinary shares of the Company, to the extent and in the manner determined by the Directors, the right to elect to receive additional ordinary shares (credited as fully paid) in respect of all or part of any dividend which may be declared or paid from the date on which this Resolution is passed (the "Scrip Dividend Scheme"); and
 - b. in accordance with the authority conferred on them by Article 190 of the Company's Articles of Association, to change into capital all or any part of the profits of the Company in connection with the issue of new ordinary shares of the Company to be allotted under the Scrip Dividend Scheme,

provided that this authority shall expire at the conclusion of the annual general meeting in 2029, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired

As special resolutions

Amendments to the Articles of Association

16. That the Articles of Association of the Company be amended by deleting Article 188 in its entirety and replacing it with the following:

188. The Board may, if authorised by an ordinary resolution of the Company (unless a special resolution is required in accordance with Article 188.2), offer the holders of ordinary shares the right to elect to receive additional ordinary shares, credited as fully paid, instead of cash in respect of any dividend or any part (to be determined by the Board) of any dividend specified by the resolution. The following provisions shall apply:
- 188.1 an ordinary resolution may specify a particular dividend or dividends, or may specify all or any dividends declared within a specified period, but such period may not end later than the conclusion of the third annual general meeting following the date of the meeting at which the ordinary resolution is passed;
- 188.2 the entitlement of each holder of ordinary shares to new ordinary shares shall be such that the relevant value of such new ordinary shares shall in aggregate be as nearly as possible equal to (but not greater than) the cash amount, and may with the authority of a special resolution of the Company exceed such cash amount, (in each case, disregarding any tax credit) that such holder would have received by way of dividend. For this purpose "relevant value" shall be calculated by reference to the average of the middle market quotations for the Company's ordinary shares on the London Stock Exchange as derived from the Daily Official List on the day on which the ordinary shares are first quoted "ex" the relevant dividend and the four subsequent dealing days, or in such other manner as may be determined by or in accordance with the ordinary resolution, save that where the relevant value of the new ordinary shares will exceed the cash amount in respect of any dividend shareholder approval must be sought by way of a special resolution, but shall never be less than the par value of the new ordinary share. A certificate or report by the auditors as to the amount of the relevant value in respect of any dividend shall be conclusive evidence of that amount and in giving such certificate or report the auditors may rely on advice or information from such brokers or other sources of information as they think fit. Any special resolution sought in accordance with this Article shall set out the manner in which such cash amount may be exceeded, whether by discount to the relevant value or by a premium to the cash amount;
- 188.3 the Board may, after determining the basis of allotment, notify the holders of ordinary shares in writing of the right of election offered to them, and specify the procedure to be followed and place at which, and the latest time by which, elections must be lodged in order to be effective. The basis of allotment shall be such that no shareholder may receive a fraction of a share;
- 188.4 the Board may exclude from any offer any holders of ordinary shares where the Board believes that the making of the offer to them would or might involve the contravention of the laws of any territory or that for any other reason the offer should not be made to them;
- 188.5 the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on ordinary shares in respect of which an election has been made (the "elected ordinary shares") and instead additional ordinary shares shall be allotted to the holders of the elected ordinary shares on the basis of allotment calculated as stated. For such purpose the Board shall capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including any share premium account, any capital reserve and the profit and loss account) or otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the additional ordinary shares to be allotted on that basis and apply it in paying up in full the appropriate number of ordinary shares for allotment and distribution to the holders of the elected ordinary shares on that basis;
- 188.6 the additional ordinary shares when allotted shall rank *pari passu* in all respects with fully paid ordinary shares then in issue except that they will not be entitled to participate in the relevant dividend (including the share election in lieu of such dividend); and

188.7 the Board may do such acts and things which it considers necessary or expedient to give effect to any such capitalisation and may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for such capitalisation, and any incidental matters and any agreement so made shall be binding on all concerned.

Approval of Enhanced Scrip Dividend

17. That, subject to Resolutions 15 and 16 in this Notice being duly passed, the Directors be generally and unconditionally authorised to offer shareholders the right to elect to receive, instead of cash, in respect of the final dividend of 2.7 pence per ordinary share in the capital of the Company for the financial year ended 31 December 2025 (the "2025 Final Dividend"), such number of ordinary shares in the capital Company, credited as fully paid, as is equal to the cash value of the 2025 Final Dividend divided by the scrip reference share price (calculated in accordance with Article 188.2 of the Company's Articles of Association) multiplied by 0.95.

Disapplication of pre-emption rights

18. 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; and

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 £497,638,

such authorities to expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at 6.00 p.m. on 23 July 2027 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

19. 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 39,811,074 (representing approximately 10 per cent of the Company's issued share capital excluding treasury shares);

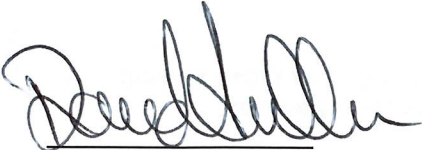
b. the minimum price which shall be paid for any Ordinary Share pursuant to this authority shall be 2.5 pence, being the nominal value of an Ordinary Share;

- 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 23 July 2027, 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

- 20. 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