

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
VISTRY GROUP PLC
(PASSED on 1 November 2022)

At a general meeting of the Vistry Group PLC (the "**Company**") duly convened and held at 12:00 p.m. (London time) on 1 November 2022 at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, the following resolutions were duly passed as ordinary resolutions of the Company:

ORDINARY RESOLUTION 1

THAT the recommended cash and share combination of Vistry Group PLC and Countryside Partnerships PLC pursuant to which the Company will acquire the entire issued and to be issued ordinary share capital of Countryside (the "**Combination**", which is a "Class 1 transaction" under the Listing Rules), on the terms and subject to the conditions set out in:

- (a) the circular to shareholders of the Company dated 7 October 2022 outlining the Combination (the "**Circular**"); and
- (b) the prospectus published by the Company dated 7 October 2022 in connection with the admission to trading on the main market of the London Stock Exchange plc of the New Vistry Shares (as defined in resolution 2 below),

be and is hereby approved and the directors of the Company (the "**Directors**") (or a duly authorised committee of the Directors) be and are hereby authorised to waive, amend, vary or extend any of the terms and conditions of the Combination (provided that any such waivers, amendments, variations or extensions are not of a material nature) and to do all such things as they may consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the Combination and any matters incidental to the Combination.

ORDINARY RESOLUTION 2

THAT the Directors be and hereby are generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (in addition, to the extent not utilised, pursuant to the authority conferred upon the Directors of the Company by Article 7 of the Company's articles of association and approved by the shareholders of the Company at the Company's annual general meeting held on 18 May 2022, which remains in full force and effect and without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which any such offer or agreement was made) to:

- (a) exercise all the powers of the Company to allot ordinary shares of £0.50 each in the capital of the Company (the "**New Vistry Shares**") and grant rights to subscribe for or to convert any security into New Vistry Shares for the purposes of issuing the New Vistry Shares (as

defined in the Circular) pursuant to the Combination up to an aggregate nominal amount of £64,208,353 (representing 59 per cent. of the issued ordinary share capital of the Company as at 5 October 2022, being the latest practicable date before publication of this Notice (the “**Latest Practicable Date**”) and approximately 37 per cent. of the expected issued ordinary share capital of the Company immediately after Admission) credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Combination, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2023;

- (b) make offers and enter into agreements in connection with the Combination which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority, and the Directors of the Company may allot shares and grant rights in pursuance of such offers or agreements as if this authority had not expired.

I, Clare Bates, General Counsel & Company Secretary of Vistry Group PLC, hereby certify that this is a true copy of the resolution duly passed.

Date: 1 November 2022

Signature: 