

Company Number: 00306718
The Companies Act 2006

Public Company Limited by Shares

**Ordinary and Special Resolutions
of Vistry Group PLC**

Passed on 18 May 2023

At the Annual General Meeting of Vistry Group PLC, duly convened and held at Numis, 45 Gresham Street, London, EC2V 7BF on Thursday, 18 May 2022 the following resolutions were duly passed, resolution 15 as an Ordinary Resolution and resolutions numbered 16 to 19 as Special Resolutions:

Ordinary Resolution

Resolution 15 – Authority to allot shares

That the directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company pursuant to and in accordance with section 551 of the 2006 Act:

- (a) up to an aggregate nominal amount of £57,561,837; and
- (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £57,561,837 in connection with a pre-emptive offer,

such authorities to apply (unless previously renewed, varied or revoked by the Company in a general meeting), in substitution for all previous authorities pursuant to section 551 of the 2006 Act, until the conclusion of the Annual General Meeting of the Company in 2024 or 30 June 2024, whichever is earlier, but in each case so that the Company may, before such period ends, make offers and enter into agreements which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after such period ends and the Directors may allot shares and grant rights under any such offer or agreement as if such period had not ended.

Special Resolutions

Resolution 16 – General authority to disapply pre-emption rights

That, subject to the passing of resolution 15, the Directors be authorised to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash, as if section 561(1) of the 2006 Act did not apply to such allotment, pursuant to the authority given by resolution 15 and/or where the allotment constitutes an allotment of securities by virtue of section 560(3) of the 2006 Act, such authority:

- (a) to be limited to allotments in connection with a pre-emptive offer;
- (b) to be limited, otherwise than in connection with a pre-emptive offer, to allotments up to an aggregate nominal amount of £17,285,837; and
- (c) to be limited, otherwise than under paragraphs (a) and (b) above, to allotments up to an aggregate nominal amount equal to 20% of any allotment made from time to time under paragraph (b) 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 (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Annual General Meeting of the Company in 2024 or 30 June 2024, whichever is the earlier, but in each case so that the Company may, before such period ends, make offers and enter into agreements which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after such period ends and the Directors may allot shares and grant rights under any such offer or agreement as if such period had not ended.

Resolution 17 – Additional authority to disapply pre-emption rights

That, subject to the passing of resolution 15 and in addition to any authority granted under resolution 16 the Directors be generally authorised, to allot equity securities (as defined in section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given by resolution 15 and/or where the allotment constitutes an allotment of securities by virtue of section 560(3) of the 2006 Act, as if section 561(1) of the 2006 Act did not apply to any such allotment, such authority:

- (a) to be limited to the allotment of equity securities to an aggregate nominal amount of £17,285,837; such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board determines to be either an acquisition or a 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
- (b) otherwise than under paragraph (a) above, allotments up to an aggregate nominal amount equal to 20% of any allotment made 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 Board determines 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 authority to apply (unless previously renewed, varied or revoked by the Company in a general meeting) until the conclusion of the Annual General Meeting of the Company in 2024 or 30 June 2024, whichever is the earlier, but in each case so that the Company may before such period ends, make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after such period ends and the Directors may allot shares and grant rights under any such offer or agreement as if such period had not ended.

For the purposes of this resolution references to an allotment of equity securities shall include a sale of treasury shares.

Resolution 18 – Notice of general meeting

That, and until the Company's Annual General Meeting in 2024, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Resolution 19 – Authority to purchase own shares

That the Company be and is hereby granted general and unconditional authority, for the purposes of section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of the ordinary shares of 50 pence each in its capital PROVIDED THAT:

- (a) this authority shall be limited so that the number of ordinary shares of 50 pence each which may be acquired pursuant to this authority does not exceed an aggregate of 34,571,674 ordinary shares and shall expire at the conclusion of the next Annual General Meeting of the Company in 2024 (except in relation to the purchase of ordinary shares the contract for which was concluded before such time and which is executed wholly or partly after such time);
- (b) the maximum (exclusive of expenses) price which may be paid for each ordinary share shall be the higher of:
 - (i) an amount equal to 105 per cent of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Company agrees to buy the ordinary shares; and
 - (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
- (c) the minimum price (exclusive of expenses) which may be paid for an ordinary share shall be 50 pence.

This authority shall expire at the conclusion of the Annual General Meeting of the Company in 2024 after the passing of this resolution, or, if earlier, 15 months after the date on which this resolution is passed but, in each case, prior to its expiry the Company may enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of this authority.



Company Secretary

18 MAY 2023

Dated