
RESOLUTIONS OF
FUTURE PLC

Passed on 5 February 2025

At the Annual General Meeting of the Company held on 5 February 2025 the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

15. The Chair proposed that:

- a. the Directors be authorised, for the purposes of section 551 of the Companies Act 2006 (the 'Act'), to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - i) in accordance with article 3 of the Company's Articles of Association, up to a maximum nominal amount of £5,540,264.75 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below in excess of £11,080,529.50); and
 - ii) comprising equity securities (as defined in section 560 of the Act), up to a maximum nominal amount of £11,080,529.50 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a fully pre-emptive offer:
 - to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers 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. this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 4 May 2026; and
- c. all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

18 The Chair proposed that:

if resolution 15 is passed, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to 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, such authority to be limited:

i) to the allotment of equity securities in connection with an offer of or other invitation to apply for equity securities (but in the case of the authorisation granted under resolution 15.a. ii), such powers shall be limited to a fully pre-emptive offer only):

- to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which it considers 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;

ii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i) above) up to a nominal amount of £1,662,079.42; and

iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i) or paragraph ii) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph ii) 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 (the "Statement of Principles"), such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 4 May 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

19 The Chair proposed that:

if resolution 15 is passed, the Directors be authorised in addition to any authority granted under resolution 18 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to 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, such authority to be:

i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,662,079.42 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 be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles; and

ii) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph i) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph i) 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, such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 4 May 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

20 The Chair proposed that:

the Company is generally and unconditionally authorised for the purpose of Section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares on such terms and in such manner as the Directors of the Company may from time to time decide, provided that:

- a) the maximum aggregate number of ordinary shares which may be purchased is 11,080,529, representing approximately 10 per cent of the Company's issued ordinary share capital;
- b) the minimum price (excluding expenses) which may be paid for each ordinary share is 15 pence (being the nominal value);
- c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - i) an amount equal to 105 per cent of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
 - ii) the value of an ordinary share calculated on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid for, in each instance, any number of ordinary shares on the trading venues where the purchase is carried out; and
- d) unless previously revoked, varied or renewed by the Company in general meeting, the authority granted by this resolution shall expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 4 May 2026 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 such authority and may make purchases of ordinary shares pursuant to such contract as if this authority had not expired.

21 The Chair proposed that:

in accordance with the Company's Articles of Association, a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

Sharjeel

.....
Director

