

The Companies Act 2006

Public company limited by shares

**Ordinary and Special resolutions
of
The Unite Group plc passed on 15 May 2025**

At the annual general meeting of the Company duly convened and held at South Quay, Temple Back, Bristol, BS1 6FL, the following resolutions were duly passed.

All resolutions were passed as ordinary resolutions, except resolutions 20 to 23 which were passed as special resolutions.

Ordinary Resolutions

Annual Report and Accounts

1. To receive the audited annual accounts of the Company for the year ended 31 December 2024 together with the Directors' Report, the Strategic Report and the auditor's report on those annual accounts (the Annual Report and Accounts).

Directors' Remuneration Policy

2. To approve the Directors' Remuneration Policy contained in the Annual Report and Accounts.

Annual Report on Remuneration

3. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained in the Annual Report and Accounts.

Final Dividend

4. To declare a final dividend for the year ended 31 December 2024 of 24.9 pence per ordinary share payable on 30 May 2025 to shareholders on the register of members of the Company at the close of business on 22 April 2025.

Election and Re-election of Directors

5. To re-elect Richard Huntingford as a Director of the Company
6. To re-elect Joe Lister as a Director of the Company
7. To re-elect Michael Burt as a Director of the Company
8. To re-elect Ross Paterson as a Director of the Company
9. To re-elect Ilaria del Beato as a Director of the Company
10. To re-elect Dame Shirley Pearce as a Director of the Company
11. To re-elect Thomas Jackson as a Director of the Company
12. To re-elect Professor Sir Steve Smith as a Director of the Company
13. To re-elect Nicola Dulieu as a Director of the Company
14. To re-elect Angela Jain as a Director of the Company

Auditors

15. To reappoint Deloitte LLP as auditor of the Company to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company.
16. To authorise the Audit & Risk Committee of the Board to determine the remuneration of the auditor.

Renewal of the 2011 Performance Share Plan

17. That the renewal of the Unite Group plc 2011 Performance Share Plan (the 'PSP'), as amended and in the form produced to the meeting and signed by the Chair for the purposes of identification, be and is hereby approved and the Directors be authorised to do all things which they may, in their discretion, consider necessary or expedient to operate and give effect to the PSP.

Renewal of the 2011 Approved Employee Share Option Scheme

18. That the renewal of the Unite Group plc 2011 Approved Employee Share Option Scheme (the 'ESOS'), as amended and in the form produced to the meeting and signed by the Chair for the purposes of identification, be and is hereby approved and the Directors be authorised to do all things which they may, in their discretion, consider necessary or expedient to operate and give effect to the ESOS.

Authority to allot shares

19. That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this Resolution, the Directors be and are generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being 'relevant securities'):
- (a) up to an aggregate nominal amount of £40,732,712 (representing approximately one-third of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (b) below in excess of £40,732,712;
 - (b) up to an aggregate nominal amount of £81,465,425 (representing approximately two-thirds of the nominal value of the issued ordinary share capital of the Company as at the date of this notice) provided they are equity securities (as defined in section 560(1) of the Act) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph (a) above) in connection with a fully pre-emptive offer:
 - i. in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine, where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date;
 - ii. to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever, provided that this authority shall expire (unless previously renewed, varied, extended or revoked by the Company in general meeting) on 14 August 2026 being the date falling 15 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company to be held following the passing of this Resolution, save that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

Special Resolutions

Authority to disapply pre-emption rights

20. That if Resolution 19 is passed, the Board be authorised pursuant to section 570 and

section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 19 in connection with a fully pre-emptive offer) in favour of holders of ordinary shares in the capital of the Company at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly practicable) to the respective number of ordinary shares in the capital of the Company held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with in relation to treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any relevant regulatory body or stock exchange or any other matter whatsoever;
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £12,219,813 (this amount representing not more than 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) 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 (b) above, such authority under this paragraph (c) 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 authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 14 August 2026, this being the date which is 15 months after the date of this meeting) 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 (or treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

21. That if Resolution 19 is passed and in addition to any authority granted under Resolution 20, the Board be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash under the authority given by Resolution 19 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £12,219,813 (this amount representing not more than 10% of the nominal value of the issued ordinary share capital of the Company as at the date of this notice), 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 of the Company 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) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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 (a) 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 authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 14 August 2026, this being the date which is 15 months after the date of this meeting) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Purchase of Own Shares

22. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 25 pence each on such terms and in such manner as the Directors of the Company may from time to time decide, provided that:

- a. the maximum number of ordinary shares hereby authorised to be acquired is 48,879,255, representing approximately 10% of the Company's ordinary issued share capital at the date of this notice;
- b. the minimum price (excluding expenses) which may be paid for any such ordinary share is 25 pence (being the nominal value); and
- c. the maximum price (excluding expenses) which may be paid for any such ordinary share is the higher of: (i) an amount equal to 105 per cent of the average market quotations for 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 higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 22 will be carried out;
- d. the authority hereby conferred shall expire at the end of the next annual general meeting of the Company (or, if earlier, on 14 August 2026, this being the date which is 15 months after the date of this meeting), unless previously renewed, varied or revoked by the Company in general meeting;
- e. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

Notice of General Meetings

23. That, a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.



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Secretary