

PAYPOINT PLC ("the Company")

The following ordinary and special resolutions were duly passed as special business by the Company at the Annual General Meeting of the Company, duly convened and held at 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire AL7 1EL on Thursday 1 August 2024 and are hereby submitted to the National Storage Mechanism in accordance with Listing Rule 9.6.2.

ORDINARY RESOLUTIONS

Resolution 3: Amendment to the Directors' Remuneration Policy

To approve, for the purposes of section 226B(1)(b) of the Companies Act 2006 (the "Act"), an amendment to the Directors' Remuneration Policy to introduce the ability to grant a one-off LTIP to the Chief Executive Officer in the year ending 31 March 2025, and to authorise the Directors to do all acts and things which they may consider necessary or expedient in connection with the same.

Resolution 14: Political donations

That, in accordance with section 366 of the Companies Act 2006 (the Act), the Company and any company which is, or becomes, a subsidiary of the Company at any time during the period for which this resolution has effect, be authorised to:

- (A) make donations to political parties and/or independent election candidates not exceeding £100,000;
- (B) make political donations to political organisations, other than political parties, not exceeding £100,000; and
- (C) incur political expenditure not exceeding £100,000,

as such terms are defined in Part 14 of the Act during the period beginning on the date of the passing of this resolution and ending on the date of the Company's next annual general meeting, provided that the aggregate of all expenditure under paragraphs (a), (b) and (c) shall not exceed £100,000 in total.

Resolution 15: Amendments to the PayPoint Restricted Share Plan

That the Directors be authorised to amend the rules of the PayPoint Restricted Share Plan ("RSP") (to be renamed the 'PayPoint Executive Share Plan') as described in the amended rules of which were produced to the meeting and signed by the Chairman for the purposes of identification and that the Directors were authorised to do all acts and things which they may consider necessary or expedient to carry the amended RSP into effect.

Resolution 16: Amendments to the PayPoint plc Share Incentive Plan

That the Company's Share Incentive Plan ("SIP") be amended and approved in the form of the rules of the SIP which were produced to the annual general meeting and initialled by the Chairman for the purposes of identification and the SIP, the principal terms of which, as amended, were summarised on pages 13 and 14 of the Notice of Meeting, be and is hereby approved to continue to operate for a further 10 years and the Directors

were authorised to do all acts and things which they may consider necessary or expedient to carry the amended SIP into effect.

Resolution 17: Directors' authority to allot shares

That the Board be generally and unconditionally authorised under section 551 of the Companies Act 2006 to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £80,791.45 (such amount to be reduced by any allotments or grants made under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £161,582.90 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary,

and so that the Board 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, such authorities to apply until the close of business on 30 September 2025 or, if earlier, the annual general meeting of the Company in 2025 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

Resolution 18: Disapplication of pre-emption rights

That the Board be authorised to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 17, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary;
- (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £24,237.44 representing approximately 10 per cent of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) as at 25 June 2024; and
- (C) 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 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 expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2025 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.

Resolution 19 Additional disapplication of pre-emption rights

That the Board be authorised in addition to any authority granted under Resolution 18 (first disapplication resolution) to allot equity securities (as defined in the Companies Act 2006) 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 Companies Act 2006 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 up to a nominal amount of £24,237.44 representing approximately 10 per cent of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) as at 25 June 2024 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 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) 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 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 expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on 30 September 2025) 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.

Resolution 20: Company's authority to purchase its own shares

That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 1/3 pence each, provided that:

- (A) the maximum number of ordinary shares hereby authorised to be purchased is 7,271,231;
- (B) the minimum price which may be paid for an ordinary share is 5 pence and the

maximum price which may be paid for an ordinary share is the highest of:

- (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and
- (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out at the relevant time, in each case, exclusive of expenses;

such authority to apply until the close of business on 30 September 2025 or, if earlier, the annual general meeting of the Company in 2025 but in each case so that during this period the Company may enter into a contract to purchase ordinary shares which would, or might be, completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

Resolution 21: Calling of general meetings on 14 days' notice

That any general meeting of the Company that is not an AGM may be called on not less than 14 clear days' notice.



Julia Herd

On behalf of Indigo Corporate Secretary Limited.