

Company Number: 03581541

PUBLIC COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

PAYPOINT PLC (the "**Company**")

(Registered in England and Wales under company number 03581541)

dated 17 October 2025

At a General Meeting of the Company held at the Company's head office, 1 The Boulevard, Shire Park, Welwyn Garden City, Hertfordshire, AL7 1EL on Friday 17 October 2025 at 11.00 a.m. the following resolutions were passed as, in the case of resolution 1 and 2 as ordinary resolutions and in the case of resolution 3, 4 and 5 as special resolutions of the Company:-

ORDINARY RESOLUTIONS

1. **THAT**, subject to and conditional on the admission of the New Ordinary Shares (as defined in sub-paragraph (b) of this Resolution) to the equity shares (commercial companies) category of the Official List of the Financial Conduct Authority and to trading on the main market for listed securities of the London Stock Exchange plc becoming effective at 8.00 a.m. on 20 October 2025 (or such later time and / or date as the Directors may in their absolute discretion determine) ("**Admission**");
 - a. a dividend of 50.0 pence per Existing Ordinary Share (as defined in sub-paragraph (b) of this Resolution) be, and is hereby declared to be, paid to each holder of Existing Ordinary Shares on the register of members of the Company (the "**Register**") at 6.00 p.m. on 17 October 2025 (the "**Record Date**"); and
 - b. all ordinary shares of 1/3 pence each in the capital of the Company (the "**Existing Ordinary Shares**" and each an "**Existing Ordinary Share**") in issue and as shown in the Register as at the Record Date (or such later time and/or date as the Directors may in their absolute discretion determine) be and are consolidated into such number of ordinary shares of £0.003611 each in the capital of the Company (the "**New Ordinary Shares**" and each a "**New Ordinary Share**") as is determined by applying a consolidation ratio of 12 New Ordinary Shares for every 13 Existing Ordinary Shares, such New Ordinary Shares having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares, as set out in the articles of association of the Company (the "**Articles of Association**"), provided that:
 - i. no member of the Company shall be entitled to, and shall have no legal or beneficial interest in, a fraction of a New Ordinary Share arising out of such consolidation and the aggregate number of New Ordinary Shares to which a member of the Company shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares, and any fraction of a New Ordinary Share to which a member of the Company would otherwise have been entitled shall be aggregated with the fractions of a New Ordinary Share to which other members of the Company would otherwise be entitled into New Ordinary Shares; and
 - ii. the Directors be and are authorised and entitled to sell (or appoint any other person to sell) in the market, on behalf of the relevant members who would otherwise have been entitled, all of the New Ordinary Shares representing such fractions at the best price reasonably obtainable, and for the purposes of implementing such sale any Director (or any person appointed by the Directors) be authorised to execute and deliver an instrument or instruction of transfer in respect of such shares on behalf of the relevant members who would otherwise have been entitled and to do all acts and things and make any and all arrangements as the Directors consider

necessary, expedient or desirable to effect the transfer, settlement and/or investment of such shares and the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any VAT payable on the proceeds of sale) shall be paid in due proportion (rounded down to the nearest penny) to the relevant members of the Company who would otherwise be entitled to such fractions, save that where the proceeds that would otherwise be distributed from such sale (after the deduction of any expenses and/or commissions associated with such sale, including any VAT payable on the proceeds of such sale) are £5.00 or less in respect of any one member's holding such proceeds shall be retained by the Company.

2. **THAT**, subject to and conditional upon the passing of Resolution 1 and Admission (as defined in Resolution 1) becoming effective, and in substitution for any existing authority (but 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 such offer or agreement was made), 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 £76,795.62 (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 £153,591.24 (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 earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 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

3. **THAT**, if Resolution 2 is passed, and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), 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 2, 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 £23,038.69 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) immediately following the consolidation referred to in Resolution 1; 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 per cent. 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 earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 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.

4. **THAT**, if Resolution 2 granting the authority to allot shares is passed, the Board be authorised in addition to any authority granted under Resolution 3 (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 £23,038.6922 representing approximately 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) immediately following the consolidation referred to in Resolution 1 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 per cent. 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,

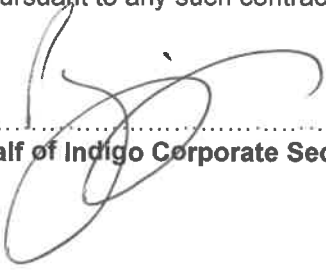
such authority to expire at the earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares 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.

5. **THAT**, subject to and conditional upon the passing of Resolution 1 and Admission becoming effective (as defined in Resolution 1), and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to make market purchases of ordinary shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant

to which such offer or agreement was made), 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 (as defined in Resolution 1), provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 6,380,581;
- b. the minimum price which may be paid for an ordinary share is the nominal value of that ordinary share and the maximum price which may be paid for an ordinary share is the highest of:
 - i. an amount equal to 5 per cent. 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 earlier of the conclusion of the Company's annual general meeting in 2026 or 17 January 2027 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.



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For and on behalf of Indigo Corporate Secretary Limited