

Company Number: 03232863

ORDINARY AND SPECIAL RESOLUTIONS

Of

MEARS GROUP PLC

(the "Company")

At the Annual General Meeting of the Company duly convened and held on 23 June 2023 at the offices of Numis Securities Limited, 45 Gresham Street, London EC2V 7BF the following Resolutions were duly passed:

(Resolutions numbered 1 to 6 and 8 to 15 as ordinary resolutions and Resolutions 16 to 17 as special resolutions)

ORDINARY RESOLUTIONS

1. **THAT** the audited accounts for the year ended 31 December 2022, together with the Directors' and Auditor's Report thereon, be received and adopted.
2. **THAT** the remuneration policy, contained on pages 83 to 90 of the Annual Report and Accounts for the financial year ended 31 December 2022, be approved.
3. **THAT** the annual report on remuneration (excluding the part containing the remuneration policy), contained on pages 80 to 97 of the Annual Report and Accounts for the financial year ended 31 December 2022, be approved.
4. **THAT** Ernst & Young LLP be re-appointed as auditor of the Company.
5. **THAT** the Directors be authorised to fix the remuneration of the auditor.
6. **THAT** a final dividend of 7.25p per ordinary share for the year ended 31 December 2021 be declared payable on 27 July 2023 to all members whose names appear on the Company's register of members as at 7 July 2023.
7. **RESOLUTION WITHDRAWN**
8. **THAT** David Miles be re-elected as a Director.
9. **THAT** Andrew Smith be re-elected as a Director.
10. **THAT** Lucas Critchley be re-elected as a Director.
11. **THAT** Julia Unwin be re-elected as a Director.
12. **THAT** Jim Clarke be re-elected as a Director.
13. **THAT** Angela Lockwood be re-elected as a Director.
14. **THAT** Hema Nar be elected as a Director.
15. **THAT** the Board be and is hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant such subscription and conversion rights as are contemplated by Sections 551(a) and (b) of the Act respectively ('Rights'):
 - (a) up to an initial aggregate nominal amount of £370,121; and
 - (b) comprising equity securities (as defined in s560(1) of the Act) up to a further aggregate nominal amount of £370,121 but only in connection with a rights issue in favour of:
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) holders of other equity securities as required by the rights of those securities or, subject to such rights as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which they consider 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,

provided that 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 6:00pm on 22 September 2024, (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Board may allot shares or grant Rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

16. **THAT**, subject to the passing of Resolution 15, the Board be and is hereby authorised, pursuant to Section 570 of the Act, to allot equity securities (within the meaning of Section 560 of the Act including where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act,) for cash under the authority given by Resolution 15 as if sub-section (1) of Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) 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 15 above, by way of a rights issue only) to:

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

(ii) holders of other equity securities as required by the rights of those securities or, subject to such rights 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; and

(b) (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £55,518,

such authority to expire on the date of the next annual general meeting of the Company, or, if earlier, 6:00pm on 22 September 2024 (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

17. **THAT** the Company be generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares with nominal value of 1p each in the Company on such terms and in such manner as the Directors may determine, provided that:

(a) the Company does not purchase under this authority more than 11,103,647 ordinary shares;

(b) the Company does not pay less than 1p (exclusive of expenses) for each ordinary share;

(c) the Company does not pay more for each ordinary share (exclusive of expenses) than the higher of:

- (i) 5% over the average of the middle market price of the ordinary shares for the five business days immediately preceding the date on which the ordinary share is purchased, based on share prices and currency exchange rates published in the Daily Official List of the London Stock Exchange; and
- (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the market purchase made under this authority is carried out;

(d) this authority shall expire at the conclusion of the annual general meeting of the Company or at 6:00 pm on 22 September 2024, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting); and

(e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this Resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.