

**Company Number: 03232863**

**SPECIAL RESOLUTION**

**Of**

**MEARS GROUP PLC**

**(the “Company”)**

At the General Meeting of the Company duly convened and held on 12 February 2024 at the offices of Mears Group PLC, 1390 Montpellier Court, Gloucester Business Park, Brockworth, Gloucester GL3 4AH the following resolution was duly passed:

**SPECIAL RESOLUTION**

1. **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 10,156,470 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 next annual general meeting of the Company (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.