

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF AO WORLD PLC

Registered Number 05525751

(the “**Company**”)

At the Annual General Meeting of the Company duly convened and held on 18 September 2024 at Company’s registered office at 5A The Parklands, Lostock, Bolton Lancashire, BL6 4SD, the following Resolutions were passed as special business. Resolutions 12, 16 and 18 were passed as ordinary resolutions and Resolutions 13, 14, 15, and 17 as special resolutions:

Resolution 12 (Ordinary Resolution)

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- a. up to an aggregate nominal amount of £482,142.04; and
- b. up to a further aggregate nominal amount of £482,142.04 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares 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 treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of the Resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant rights be and are hereby revoked.

Resolution 13 (Special Resolution)

THAT, if Resolution 12 is passed, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and/or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:

- a. the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 12 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the

Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

b. the allotment (otherwise than pursuant to subparagraph (a) of this Resolution 13) to any person or persons of equity securities up to an aggregate nominal amount of £144,642.61, and

c. 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 of the Company 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, and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 14 (Special Resolution)

THAT, if Resolution 12 is passed and in addition to the power conferred by Resolution 13 above, the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and/or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall:

a. be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £144,642.61 such authority only to be used for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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 document; and

b. be 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 Board of the Company 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,

and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall still be entitled to make offers or agreements before the expiry of such

power which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors shall be entitled to allot equity securities (and sell treasury shares) pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 15 (Special Resolution)

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 0.25p each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- a. the maximum number of ordinary shares hereby authorised to be acquired is 57,857,044 representing approximately 10% of the issued ordinary share capital of the Company as at 2 July 2024;
- b. the minimum price (excluding expenses) which may be paid for any such ordinary share is 0.25p;
- 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% of the average of the middle market quotations for an ordinary share in the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased and the (ii) 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 15 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, 15 months after the passing of the Resolution, unless previously renewed, varied or revoked by the Company in general meeting; and
- 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.

Resolution 16 (Ordinary Resolution)

THAT in accordance with sections 366 and 367 of the Companies Act 2006 the Company and all companies which are subsidiaries of the Company during the period when this Resolution 16 has effect be generally and unconditionally authorised to:

- a. make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- b. make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- c. incur political expenditure not exceeding £50,000 in total, (as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this resolution and ending at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of the Resolution provided that the authorised sum referred to in

paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same provided that, in any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this Resolution shall not exceed £150,000.

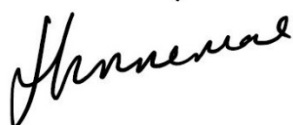
Resolution 17 (Special Resolution)

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

Resolution 18 (Ordinary Resolution)

THAT the AO World Sharesave Scheme (the "Scheme"), the principal terms of which are summarised in Appendix 2 to the notice of this meeting, and the updated rules of which are produced to the meeting and initialled by the Chair of the meeting for the purpose of identification, is approved for a further period of 10 years and the Directors are authorised to:

- a. Do all acts and things that they consider necessary or expedient to implement the amendments to, and to operate, the Scheme; and
- b. adopt further plans based on the Scheme, but modified, to apply in any overseas jurisdictions to take account of local tax, exchange control and securities laws, provided that any ordinary shares made available under any such further plans are treated as counting against any limits on individual or overall participation in the Scheme.



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Company Secretary