**Company Number:** 06059130

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**Notice of Resolutions passed on 19 May 2025**

**of Genuit Group plc (the “Company”)**

At the Annual General Meeting of the Company duly convened and held at 1.00pm on Monday, 19 May 2025 at Genuit Group, 4 Victoria Place, Holbeck, Leeds, LS11 5AE the following Resolutions were duly passed:

**ORDINARY RESOLUTIONS**

**Resolution 13**

THAT, in substitution for all existing authorities, the Directors be 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 grant rights to subscribe for or to convert any security into shares in the Company (together “relevant securities”) up to an aggregate nominal amount of £166,113.24 comprising:

1. an aggregate nominal amount of £83,056.62 (whether in connection with the same offer as under (b) below or otherwise); and
2. an aggregate nominal amount of £83,056.62 in the form of equity securities (within the meaning of section 560(1) of the Act) in connection with a fully pre-emptive offer by way of a rights issue, open offer or otherwise to holders of Ordinary Shares (other than the Company) in proportion (as nearly as may be practicable) to the respective number of Ordinary Shares held by them and to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, subject to such limits, restrictions, exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the conclusion of the AGM of the Company to be held in 2026 or 30 June 2026, whichever is earlier, provided that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS**

**Resolution 14**

THAT, in substitution for all existing authorities, and subject to the passing of resolution 13, the Directors be authorised pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560 (1) of the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited to:

1. the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 13, by way of a fully pre-emptive offer only) to holders of Ordinary Shares (other than the Company) in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them and to holders of other equity securities as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, subject to such limits, restrictions, exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever;
2. the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £24,916.99; and
3. the allotment of equity securities and/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 Directors determine 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.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the conclusion of the AGM of the Company to be held in 2026 or 30 June 2026, whichever is earlier, provided that 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/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

**Resolution 15**

THAT, subject to the passing of resolution 13, the Directors be authorised pursuant to sections 570 and 573 of the Act, in addition to any authority granted under resolution 14, to allot equity securities (as defined in section 560 (1) of the Act) for cash under the authority given by resolution 13 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

1. to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £24,916.99, 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 Directors determine 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
2. to the allotment of equity securities and/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 Directors determine 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.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the conclusion of the AGM of the Company to be held in 2026 or 30 June 2026, whichever is earlier, provided that, 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/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

**Resolution 16**

To authorise the Company generally and unconditionally to make market purchases (as defined in section 693(4) of the Act) of its Ordinary Shares provided that in doing so it:

1. purchases no more than 37,350,563 Ordinary Shares in aggregate;
2. pays not less than £0.001 (excluding expenses) per Ordinary Share; and
3. pays a price per share that is not more (excluding expenses) per ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) the value of each Ordinary Share on the basis of the higher of the price quoted for: (a) the last independent trade of; and (b) the highest current independent bid, for an Ordinary Share on the trading venue where the purchase is carried out at the relevant time, including when the Ordinary Shares are traded on different venues.

This authority shall expire on the conclusion of the AGM of the Company to be held in 2026 or 30 June 2026, whichever is earlier, provided that the Company may, if it agrees to purchase Ordinary Shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

**Resolution 17**

To authorise the Directors to call a General Meeting of the Company, other than an AGM, on not less than 14 clear days’ notice.