

Saga plc
Company number 08804263
Results of Annual General Meeting held on 19th June 2019
Resolutions passed under Special Business

Ordinary resolutions

Resolution 16:

That:

- (a) the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to:
 - (i) 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 £3,736,271; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £7,472,542 (including within such limit any shares issued or rights granted under paragraph (a)(i)(A) above) in connection with an offer by way of a rights issue:
 - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;and so that the Directors 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;
for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 31 July 2020); and
 - (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
- (b) subject to paragraph (c) below, all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this Resolution; and
- (c) paragraph (b) above shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into 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.

Resolution 17:

That, the Rules of The Saga plc Long Term Incentive Plan as approved on 22 May 2014 (the "Adoption Date") be amended to permit Awards to be made up to the 10th anniversary of the Adoption Date and that the amended Rules, a copy of which has been produced at the Meeting and for the purposes of identification initialled by the Chairman, are approved and that the Directors are authorised to do all acts and things which they may consider necessary or expedient to carry this resolution into effect.

Resolution 18:

That, the Rules of The Saga plc Deferred Bonus Plan as approved on 1 May 2014 (the "Adoption Date") be amended to permit Awards to be made up to the 10th anniversary of the Adoption Date and that the amended Rules, a copy of which has been produced at the Meeting and for the purposes of identification initialled by the Chairman, are approved and that the Directors are authorised to do all acts and things

which they may consider necessary or expedient to carry this resolution into effect.

Special resolutions

Resolution 19:

That, subject to the passing of Resolution 16 above, the Directors be generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors under section 551 of the Act conferred by Resolution 16 above, and/or by way of a sale of treasury shares for cash, in each case as if section 561(1) of the Act did not apply to any such allotment or sale provided that:

- (a) the power conferred by this Resolution shall be limited to:
 - (i) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 16(a)(i)(B), by way of a rights issue only):
 - (A) to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing respective holdings; and
 - (B) to holders of any other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions, restrictions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems arising under the laws or requirements of any territory or any other matter; and
 - (ii) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £560,001.66; and
- (b) the power conferred by this Resolution shall expire (unless previously revoked, varied or extended by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 31 July 2020) except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

Resolution 20:

That, subject to the passing of Resolution 16, the Directors be generally empowered pursuant to sections 570 and 573 of the Act, in addition to any authority granted under Resolution 19, to allot equity securities (as defined in section 560 of the Act) of the Company wholly for cash pursuant to the authority of the Directors under section 551 of the Act conferred by Resolution 16 above, and/or by way of a sale of treasury shares for cash, in each case as if section 561(1) of the Act did not apply to any such allotment or sale provided that:

- (a) the power conferred by this Resolution shall be:
 - (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £560,001.66; and
 - (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after 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 notice, and
- (b) the power conferred by this Resolution shall expire (unless previously revoked, varied or extended by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this Resolution is passed (or, if earlier, at the close of business on 31 July 2020) except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if this power had not expired.

Resolution 21:

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 1p each ('Ordinary Shares') provided that:

- (a) the maximum aggregate nominal value of Ordinary Shares authorised to be purchased is £1,122,003.32 (representing 10% of the issued share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1p;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List 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 exchange where the purchase is carried out as derived from the London Stock Exchange Trading System ('SETS');
- (d) this authority shall, unless previously renewed, revoked, varied or extended, expire at the conclusion of the next annual general meeting of the Company; and
- (e) the Company may enter into any contract for the purchase of Ordinary Shares under this authority before the expiry of this authority which would or might be completed wholly or partly after the expiry of this authority.

Resolution 22:

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.