

Saga plc
Company Number: 08804263
Resolutions passed on 5 July 2022

At the Annual General Meeting of the Company duly convened and held on 5 July 2022 at Enbrook Park, Sandgate, Folkestone, Kent CT20 3SE, the following resolutions were duly passed.

Ordinary Resolutions

Resolution 1:

To receive the Company's Annual Report and Accounts for the financial year ended 31 January 2022 together with the Directors' Report and the Auditor's Report on those accounts.

Resolution 2:

To receive and approve the Directors' Remuneration Report, as set out on pages 85 to 106 of the 2022 Annual Report and Accounts.

Resolution 3:

To receive and approve the Directors' Remuneration Policy, as attached to this Notice, to take effect immediately after the end of the AGM on 5 July 2022.

Resolution 4:

Subject to the passing of Resolution 3, that the rules of the Saga Transformation Plan (the **STP**), a copy of which is produced to the meeting and initialed by the Chairman of the meeting for the purposes of identification, be, and are, hereby approved and adopted and the Directors of the Company be, and are, hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the STP into effect and to adopt further schemes based on the STP but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the STP.

Resolution 5:

To re-elect Roger De Haan as a director of the Company.

Resolution 6:

To re-elect Euan Sutherland as a director of the Company.

Resolution 7:

To re-elect James Quin as a director of the Company.

Resolution 8:

To re-elect Orna NiChionna as a director of the Company.

Resolution 9:

To re-elect Eva Eisenschimmel as a director of the Company.

Resolution 10:

To re-elect Julie Hopes as a director of the Company.

Resolution 11:

To re-elect Gareth Hoskin as a director of the Company.

Resolution 12:

To re-appoint KPMG LLP as the Company's auditor to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the shareholders.

Resolution 13:

To authorise the Audit Committee to agree KPMG LLP's remuneration as the Company's auditor.

Resolution 14:

That the Company and all companies that are its subsidiaries at any time up to the end of the next annual general meeting of the Company to be held in 2023, be authorised to:

1. make political donations to political parties and/or independent election candidates not exceeding £100,000 in aggregate;
2. make political donations to political organisations other than political parties not exceeding £100,000 in aggregate; and
3. incur political expenditure not exceeding £100,000 in aggregate
provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period commencing on the date of this Resolution and ending on the conclusion of the Company's next annual general meeting after the date on which this Resolution is passed.

For the purposes of the authority to be granted by such ordinary resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings given by Sections 363 to 365 of the Companies Act 2006 (the **Act**).

Resolution 15:

- (a) That: the Directors of the Company be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (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 £7,009,847; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £14,019,693 (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 near 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;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;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 2023); 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.

Special Resolutions

Resolution 16:

That, subject to the passing of Resolution 15 above, the Directors be generally authorised pursuant to Sections 570 and 573 of the Companies Act 2006 (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 conferred by Resolution 15 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 or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 15 (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 £1,052,529; 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 2023) 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 17:

That, subject to the passing of Resolution 15, the Directors be generally authorised pursuant to Sections 570 and 573 of the Companies Act 2006 (the **Act**), in addition to any authority granted under Resolution 16, 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 conferred by Resolution 15 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 £1,052,529; 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 2023) 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 18:

That the Company be, and is hereby generally and unconditionally, authorised for the purposes of Section 701 of the Companies Act 2006 (the **Act**) to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 15p each (**Ordinary Shares**) provided that:

- (a) the maximum aggregate nominal value of Ordinary Shares authorised to be purchased is £2,105,059 (representing 10% of the issued share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 15p;
- (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;
- (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 19:

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



Vicki Haynes
Group Company Secretary