

Saga plc
Company Number: 08804263
Resolutions passed on 25 June 2024

At the Annual General Meeting of the Company duly convened and held on 25 June 2024 at the office of Numis Securities Limited, 45 Gresham Street, London EC2V 7BF, the following resolutions were duly passed.

Ordinary Resolution

Resolution 17:

That:

- (a) 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 £7,160,918.96; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £14,321,837.92 (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 2025); 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 18:

That, in substitution for all existing authorities and given that resolution 17 is passed, the Board be and are generally empowered pursuant to Sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by that resolution, 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, with such authority to be limited to:

- (a) to the allotment of equity securities for cash and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
 - i. to the ordinary shareholders in proportion to their existing respective Ordinary holdings (as nearly as practicable) held by them on the record date; and
 - ii. to holders of other equity securities, as required by the rights attaching to those securities, or if the Board otherwise considers it necessary, as permitted by the rights attaching to those securities,

but subject to the Board having the right to impose any limits or restrictions and make any arrangements which it considers necessary 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 that may arise; and

- (b) the allotment of equity securities for cash or sale of treasury shares up to a maximum nominal amount of £2,150,426.11 (representing 10 per cent of the issued ordinary share capital, excluding treasury shares); and
- (c) the allotment of equity securities for cash and/or sale of treasury shares (other than pursuant to paragraphs (a) or (b) above) up to a nominal amount equal to 2% of any allotment of equity securities or sale of treasury shares from time to time, with such authority to be utilised only for the purposes of making a follow-on offer which the directors deem to be in line with the requirements laid out within paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights, as most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or at the close of business on the date which is 15 months after the date of the passing of this resolution, whichever is earlier. Prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 19:

That if resolution 17 is passed, the Directors be authorised pursuant to sections 570 and 573 of the Companies Act 2006 (the Act), in addition to any authority granted under resolution 18, 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:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a further nominal amount of £2,150,426.11 (representing 10 per cent of the issued ordinary share capital, excluding treasury shares), with 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 Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights, as most recently published by the Pre-Emption Group prior to the date of this notice; and

- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than as described above) up to a nominal amount equal to 2% of any allotment of equity securities or sale of treasury shares from time to time, with such authority to be utilised only for the purposes of making a follow-on offer which the directors deem to be in line with the requirements laid out within paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights, as most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next annual general meeting of the Company or at the close of business on the date which is 15 months after the date of the passing of this resolution, whichever is earlier. Prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 20:

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 £2,150,426.11 (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 21:

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