

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**SSP GROUP PLC**

**(Passed on 6 April 2021)**

At the General Meeting of SSP Group plc (the "Company"), duly convened and held at Jamestown Wharf, 32 Jamestown Road, London NW1 7HW on 6 April 2021 at 11:00am, the following resolutions were passed as an ordinary resolution and special resolution:

**RESOLUTION 1: ORDINARY RESOLUTION**

1. That, subject to and conditional on resolution 2 being passed and admission to listing on the premium listing segment of the Official List of the Financial Conduct Authority and to trading on London Stock Exchange plc's main market for listed securities of the new ordinary shares with a nominal value of 117/200 pence each to be issued by the Company in connection with the issue by way of rights of 258,076,764 new ordinary shares at a price of 184 pence per new ordinary share to qualifying shareholders on the register of members of the Company at close of business on 1 April 2021 (the "**Rights Issue**"), and in addition to all existing authorities, the Directors of the Company be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to:
  - a) 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 up to an aggregate nominal amount of £2,800,132.89 pursuant to or in connection with the Rights Issue, which authority shall expire at the conclusion of the 2022 annual general meeting of the Company; and
  - b) make an offer or agreement in connection with the Rights Issue which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority, and the directors of the Company may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

**RESOLUTION 2: SPECIAL RESOLUTION**

2. That, subject to and conditional upon resolution 1 being passed, the terms of the Rights Issue (as described in the Prospectus of which this notice forms part) be and are hereby approved and the Directors of the Company be and are hereby directed to implement the Rights Issue on the basis described in the Prospectus and generally and unconditionally authorised to exercise all the powers of the Company to the extent they determine necessary to implement the Rights Issue.



**Helen Byrne**  
**Company Secretary**