

Company Number: 11325534

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF THEWORKS.CO.UK PLC (THE “COMPANY”)
(Passed 4 October 2023)**

At the Annual General Meeting (“AGM”) of the members of the Company convened and held on 4 October 2023, the following resolutions were duly passed:

As Ordinary Resolutions:

Resolution 4 – Directors’ remuneration policy

To approve amendments to the Directors’ Remuneration Policy (as set out on pages 64 to 71 of the report and accounts of the Company for the 52-week period ended 1 May 2022) to increase the maximum LTIP opportunity for Executive Directors to 150% of base salary and to require the retention of shares acquired pursuant to deferred bonus arrangements as shown in Appendix 1 to this Notice of AGM.

Resolution 5 – Amended Long-Term Incentive Plan Rules

Subject to Resolution 4 being passed, to approve the amendments to the rules of TheWorks.co.uk PLC Long Term Incentive Plan (the LTIP) shown in the marked-up version of the LTIP rules produced at the AGM and, for the purposes of identification, initialled by the Chair, and to authorise the Directors to do all acts and things which they may consider necessary or expedient to carry the amended LTIP rules into effect.

Resolution 13 - Directors’ authority to allot shares

To generally and unconditionally authorise the Directors, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the 2006 Act), to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £208,333; and
- (b) equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £208,333 in connection with an offer by way of a rights issue,

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act and to expire at the end of the next Annual General Meeting or on 31 October 2024, whichever is the earlier, but in each case so that the Company may make offers and enter into agreements during the relevant period 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 the authority ends.

For the purposes of this resolution, ‘rights issue’ means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- (ii) 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,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory

As Special Resolutions:

Resolution 16 – Authority to purchase own shares

To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of £0.01 each in the capital of the Company (Ordinary Shares), provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 6,250,000;
- (b) the minimum price which may be paid for each Ordinary Share is £0.01;
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's Ordinary Shares, as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary Share is contracted to be purchased, and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and
- (d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, 31 October 2024 (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry), unless such authority is renewed prior to such time.

Resolution 17 – Notice of general meetings

To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.

Bernwood Cosec Limited
Company Secretary
4 October 2023