

No: 11961132

COMPANY LIMITED BY SHARES

RESOLUTIONS OF TRAINLINE PLC
(“the Company”)

Passed 29 June 2023

We set out below the full text of those resolutions duly passed at the AGM of Trainline plc on 29 June 2023.

ORDINARY RESOLUTIONS:

Renewal of authority to allot shares

13. That the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 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 £1,602,268 to:
 - (a) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) 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 it considers 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, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 27 September 2024), but in each case, during this period the Company may make offers or enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance to any such offer or agreement as if the authority had not expired.

As SPECIAL RESOLUTIONS:

Disapplication of pre-emption rights

14. That, subject to the passing of Resolution 13 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority conferred by resolution 13 as if section 561(1) of the Companies Act did not apply to the allotment. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a 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 27 September 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) shall be limited to the allotment of equity securities in connection with an offer of equity securities:

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

(ii) to people who hold 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; and

(c) shall be limited to the allotment of equity securities for cash or otherwise up to an aggregate nominal amount of £240,340.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 13' were omitted.

Disapplication of pre-emption rights for acquisitions and other capital investments

15. That, subject to the passing of Resolution 13 and in addition to any power given to it pursuant to Resolution 14, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act to allot equity securities (as defined in the Companies Act) for cash, pursuant to the authority conferred by Resolution 13 as if section 561(1) of the Companies Act did not apply to the allotment. This power:

(a) expires (unless previously renewed, varied or revoked by the Company in a 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 27 September 2024), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(b) shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of £240,340 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of 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 the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 13' were omitted.

Authority to purchase own shares

16. That, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act) of ordinary shares of 1 penny each in the capital of the Company ("Shares") on such terms as the Directors think fit, provided that:

- (a) the maximum aggregate number of Shares which may be purchased is 48,068,050;
- (b) the minimum price, exclusive of any expenses, which may be paid for each Share is 1 penny;
- (c) the maximum price, exclusive of any expenses, which may be paid for each Share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations of a Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Share is contracted to be purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out; and
- (d) this authority will expire at the end of the next annual general meeting of the Company, except in relation to the purchase of Shares under this authority the contracts for which are made before the expiry of this authority and which are executed wholly or partly thereafter.

General meetings

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

DocuSigned by:

Martin McIntyre

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Martin McIntyre
Company Secretary