

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS OF MOONPIG GROUP PLC
("THE COMPANY")**

PASSED ON 19 SEPTEMBER 2023

At an Annual General Meeting of the Company, duly convened and held at 65 Gresham St, London EC2V 7NQ on Tuesday 19 September 2023 at 10.00am, the following resolutions were passed, with Resolution 16 as an Ordinary Resolution and Resolutions 17, 18, 19 and 20 as Special Resolutions.

IT WAS RESOLVED:

ORDINARY RESOLUTION

16. TO authorise the Directors generally and unconditionally, in substitution for any existing authority, but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- a) up to an aggregate nominal amount of £11,403,721 (such amount to be reduced by any allotments or grants made under paragraph b) below in excess of such sum); and
- b) comprising equity securities (as defined in the Act) up to a nominal amount of £22,807,442 (such amount to be reduced by any allotments or grants made under paragraph a) above) in connection with an offer:
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary

and so that, in both cases, the Directors may impose any limits or restrictions and make any arrangements which they consider necessary, expedient 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, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, to be held in 2024, (or 31 October 2024), whichever is earlier, save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry; and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

17. That, if resolution 16 above is passed, the Directors be given power pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in 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, in either case as if Section 561 of the Act did not apply to any such allotment or sale, such power to be limited:

- a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary, and so that, in both cases 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
- b) in the case of the authority granted under paragraph a) of resolution 16 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) above) up to a nominal amount of £1,710,558,

such power to apply until the end of the next annual general meeting to be held in 2024, or 31 October 2024, whichever is earlier, but, in each case, during this period 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 power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

SPECIAL RESOLUTION

18. That, if resolution 16 above is passed, and in addition to any power granted under resolution 17 above, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in the Act) for cash, pursuant to the authority granted by resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, in either case as if Section 561 of the Act did not apply to any such allotment or sale, such power to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,710,558; and
- b) used only for the purposes of financing a transaction which the Board determines 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 of Meeting, or for the purposes of refinancing such a transaction within six months of it taking place,

such power to apply until the end of the next annual general meeting to be held in 2024, or 31 October 2024, whichever is earlier, but, in each case, during this period 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 power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

SPECIAL RESOLUTION

19. To unconditionally and generally authorise the Company in accordance with section 701 of the Companies Act 2006 (the "Act") to make market purchases (as defined in section 693(4) of the Act) of ordinary shares of £0.10 each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

- a) the maximum number of ordinary shares hereby authorised to be acquired is 34,211,162;
- b) the minimum price which may be paid for each ordinary share is £0.10;
- c) the maximum price which may be paid for any such Ordinary share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately

preceding the day on which such share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases is carried out;

- d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting in 2024 or 31 October 2024, whichever is earlier unless previously renewed, varied or revoked by the Company in general meeting; and
- e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority and may purchase its ordinary shares in pursuance of any such contract.

SPECIAL RESOLUTION

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


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Company Secretary