

The Companies Act 2006

A Company Limited By Shares

PENSIONBEE GROUP PLC (the 'Company')

At the Annual General Meeting of the Company held on Thursday 18 May 2023 at 2.00 pm, at the offices of Clifford Chance LLP, 10 Upper Bank Street, London E14 5JJ, the following resolutions, not concerning the ordinary business of the Annual General Meeting, were passed:-

The following Resolutions were duly passed as an Ordinary Resolutions:

1. (Resolution 13 - Political Donations)

To authorise the Company, and any company which, at the time during the period for which this resolution has effect, is a subsidiary of the Company, for the purposes of Section 366 of the Companies Act 2006 (the '2006 Act') to:

- a. make political donations to political parties or independent election candidates, up to an aggregate total amount of £50,000;
- b. make political donations to political organisations other than political parties, up to an aggregate total amount of £50,000; and
- c. incur political expenditure, up to an aggregate total amount of £50,000;

provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 in total, during the period beginning with the date of the passing of this resolution and ending at the conclusion of the annual general meeting to be held in 2024 or on 18 August 2024, whichever is the earlier, unless previously renewed, varied or revoked by the Company in general meeting, provided that the maximum amounts referred to in (a), (b) and (c) may comprise sums in different currencies which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

For the purpose of this resolution, the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings set out in Sections 363 to 365 of the 2006 Act.

2. (Resolution 14 - Directors' Authority to Allot Shares)

To generally and unconditionally authorise the directors of the Company (the 'Directors'), pursuant to and in accordance with Section 551 of the 2006 Act, to exercise all the powers of the Company to allot shares (as defined in Section 540 of the 2006 Act) 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 £74,263; and
- b. comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further aggregate nominal amount of £74,263 in connection with a pre-emptive 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, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other 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, provided that such authorities shall apply in substitution for all existing authorities and to expire at the conclusion of the next annual general meeting of the Company to be held in 2024 or on 18 August 2024, whichever is the earlier, unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires 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 expires and the Directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. References in this Resolution 14 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in Section 560(1) of the 2006 Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

The following Resolutions were duly passed as Special Resolutions:

Disapplication of Pre-Emption Rights

3. (Resolution 15)

That, if Resolution 14 is passed, the Directors be generally empowered pursuant to Section 570 of the 2006 Act to allot equity securities (as defined Section 560(1) of the 2006 Act) for cash under the authority given by that resolution and/or pursuant to Section 573 of the 2006 Act to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

- a. to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 14, by way of a pre-emptive offer only):
 - 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, subject to such rights, as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions or make any other 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;

- b. to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 14 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 15 up to a nominal amount of 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at the latest practicable date before publication of the notice of meeting (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights; and

- c. to the allotment of equity securities pursuant to the authority granted by paragraph (a) of Resolution 14 and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) or paragraph (b) of this Resolution 15) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 15, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to apply in substitution for all existing powers and to expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 18 August 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, prior to its expiry the Company may make offers and enter into agreements, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

4. (Resolution 16)

That, in addition to any authority granted under Resolution 15, and subject to the passing of Resolution 14, the Directors be generally empowered pursuant to Section 570 of the 2006 Act to allot equity securities (as defined in Section 560(1) of the 2006 Act) for cash pursuant to the authority granted by paragraph (a) of Resolution 14 and/or pursuant to Section 573 of the 2006 Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in Section 561 of the 2006 Act, such authority to be:

- a. limited to the allotment of equity securities and/or sale of treasury shares for cash up to a nominal amount of 10% of the issued ordinary share capital of the Company as at the latest practicable date before publication of the notice of meeting (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
- b. used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board determines to be an acquisition or a specified 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; and
- c. limited to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (a) of this Resolution 16) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 16, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, at the close of business on 18 August 2024 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, prior to its expiry, the Company may make offers, and enter into agreements, which would, or might,

require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

5. (Resolution 17 - Notice of General Meetings)

To authorise the Directors to call a general meeting other than an annual general meeting on no less than 14 clear days' notice.

This information is provided in compliance with **Listing Rule 9.6.2R**.