

Petershill Partners plc Announces Results of Annual General Meeting held on 23 May 2024 -

Full text of the resolutions and summary of the results

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the annual report and accounts for the financial year ended 31 December 2023 (“Annual Report and Accounts”) together with the directors’ report thereon and the independent auditor’s report on the audited accounts.
2. To receive and approve the directors’ remuneration report contained within the Annual Report and Accounts.
3. To declare a final dividend for 2023 of 10.1 cents per share on the Company’s ordinary shares.
4. To re-appoint PricewaterhouseCoopers LLP (“PwC”) as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting.
5. To authorise the Audit and Risk Committee, on behalf of the Board, to determine the remuneration of PwC.
6. To re-elect Naguib Kheraj as a Director
7. To re-elect Everard Barclay Simmons as a Director
8. To re-elect Annemarie Durbin as a Director.
9. To re-elect Erica Handling as a Director.
10. To re-elect Mark Merson as a Director.
11. That, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (“CA 2006”) to:
 - (a) allot shares in the capital of the Company and grant rights to subscribe for, or to convert any security into shares in the Company:
 - (i) up to an aggregate nominal amount of US\$3,731,930; and
 - (ii) comprising equity securities (as defined in CA 2006) up to an aggregate nominal amount of US\$7,463,861 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer:
 - A. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings;
 - B. to people who are 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 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;

for a period expiring (unless previously renewed, varied or revoked by the Company in 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 30 June 2025); and

- (b) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

and that all existing authorities given to the Directors pursuant to section 551 of CA 2006 be revoked by this Resolution but without prejudice to the continuing authority of the Directors to allot shares in the Company, or grant rights to subscribe for or convert any security into shares in the Company, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special Resolutions

To consider and, if thought fit, to pass the following resolutions as special resolutions:

12. That, subject to the passing of Resolution 11 above, in substitution for all subsisting authorities to the extent unused, the Directors be generally authorised, pursuant to sections 570 and 573 of CA 2006, to allot equity securities (within the meaning of section 560 of CA 2006) for cash pursuant to the authority conferred by Resolution 11, as if section 561(1) of CA 2006 did not apply to any such allotment, provided that:

- (a) such authority 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;

- (b) in the case of the authority granted under Resolution 11(a)(i) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of US\$1,119,579;
- (c) following an allotment of equity securities being made pursuant to paragraph (b) (a “paragraph 12(b) allotment”), such authority shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) or (b) up to a nominal amount equal to 20 per cent. of the nominal amount of that paragraph 12(b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer

determined by the directors 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 the notice of the meeting; and

- (d) such authority shall expire (unless previously renewed, varied or revoked by the Company in 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 30 June 2025), save that the Company may make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of CA 2006 as if in the first paragraph of this Resolution the words “pursuant to the authority conferred by Resolution 11 in the notice of the meeting” were omitted.

13. That, subject to the passing of Resolutions 11 and 12 above and in addition to any power given to them pursuant to Resolution 12, the Directors be generally empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in CA 2006) for cash, pursuant to the authority conferred by Resolution 11 in the notice of the meeting as if section 561(1) of CA 2006 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 30 June 2025), 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) in the case of the authority granted under Resolution 11(a)(i), shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of US\$1,119,579 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve 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;
- (c) following an allotment of equity securities being made pursuant to paragraph (b) (a “paragraph 13(b) allotment”), shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) or (b) up to a nominal amount equal to 20 per cent. of the nominal amount of that paragraph 13(b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer determined by the Directors 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 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 CA 2006 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 11 in the notice of the meeting” were omitted.

14. That, in addition to any authority pursuant to section 701 of CA 2006 as may be approved under Resolution 15 below, but in substitution for all subsisting authorities to the extent unused, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of CA 2006) of ordinary shares of US\$0.01 each in the capital

of the Company (“Ordinary Shares”) on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 108,170,816;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal value of an Ordinary Share at the time of such purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that 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 on the trading venues where the purchase is carried out;
- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2025, whichever is the earlier (unless previously revoked, varied or renewed by the Company in a general meeting prior to such time); and
- (e) the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority and concluded in whole or in part after the expiry of this authority.

15. That, in addition to any authority pursuant to section 701 of CA 2006 as may be approved under Resolution 14 above, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of CA 2006 to make one or more market purchases (within the meaning of section 693(4) of CA 2006) of its own Ordinary Shares pursuant to, for the purposes of, or in connection with a tender offer for Ordinary Shares on the terms and in accordance with the arrangements set out or referred to in the circular to the Company’s shareholders dated 23 April 2024 (the “Circular”) (a copy of which is produced to the meeting and signed for identification purposes by the chairman of the meeting) (the “Tender Offer”) or otherwise as contemplated by arrangements set out or referred to in the Circular, provided that:

- a. the maximum number of Ordinary Shares hereby authorised to be purchased is 37,870,955;
- b. the minimum price, exclusive of all expenses, which may be paid for an Ordinary Share is £2.14;
- c. the maximum price, exclusive of all expenses, which may be paid for an Ordinary Share is £2.14; and
- d. the authority conferred by this Resolution shall expire on 31 July 2024, save that the Company may before the expiry of such authority make a contract to purchase Ordinary Shares which will or may be executed wholly or partly after such expiry and the Company may make a purchase of such Ordinary Shares after such expiry pursuant to such contract.

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

Summary Totals

Petershill Partners PLC

Annual General Meeting, 23-MAY-2024 13:00

ORDINARY SHARES

Resolution	For		Against		Withheld
	No. of votes	%	No. of votes	%	No. of votes
Resolution 1 To receive the annual report and accounts for the financial year ended 31 December 2023 (“Annual Report and Accounts”) together with the directors’ report thereon and the independent auditor’s report on the audited accounts.	970,996,941	100.00	500	0.00	35,995
Resolution 2 To receive and approve the directors’ remuneration report contained within the Annual Report and Accounts.	970,964,461	100.00	31,980	0.00	36,995
Resolution 3 To declare a final dividend for 2023 of 10.1 cents per share on the Company’s ordinary shares.	971,028,941	100.00	500	0.00	3,995
Resolution 4 To re-appoint PricewaterhouseCoopers LLP (“PwC”) as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting.	970,989,009	100.00	8,432	0.00	35,995
Resolution 5 To authorise the Audit and Risk Committee, on behalf of the Board, to determine the remuneration of PwC.	970,996,941	100.00	500	0.00	35,995
Resolution 6 To re-elect Naguib Kheraj as a Director.	969,631,840	99.86	1,355,470	0.14	46,126

Resolution 7 To re-elect Everard Barclay Simmons as a Director.	970,992,861	100.00	4,580	0.00	35,995
Resolution 8 To re-elect Annemarie Durbin as a Director.	970,995,841	100.00	1,600	0.00	35,995
Resolution 9 To re-elect Erica Handling as a Director.	970,995,841	100.00	1,600	0.00	35,995
Resolution 10 To re-elect Mark Merson as a Director.	970,995,841	100.00	1,600	0.00	35,995
Resolution 11 Authority to allot ordinary shares.	971,005,708	100.00	23,733	0.00	3,995
Resolution 12* Disapplication of pre-emption rights.	954,840,898	98.33	16,188,543	1.67	3,995
Resolution 13* Disapplication of additional pre-emption rights	954,849,683	98.33	16,179,758	1.67	3,995
Resolution 14* Authority for the Company to purchase its own shares.	966,662,187	99.55	4,367,254	0.45	3,995
Resolution 15* Authority for the Company to purchase its own shares in connection with the Tender Offer.	966,620,664	99.55	4,408,777	0.45	3,995
Resolution 16* That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.	970,632,228	99.96	397,193	0.04	4,015

*indicates a Special Resolution