

Company No: 13334853

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
HOSTMORE PLC
(“Company”)
PASSED ON 27 MAY 2022

At the Annual General Meeting of the Company, duly convened and held on Friday, 27 May 2022 at 11 a.m. at the offices of Numis Securities Ltd, 45 Gresham Street, London, EC2V 7BF, the following resolutions were duly passed as ordinary and special resolutions as indicated below.

ORDINARY RESOLUTION

Directors' authority to allot shares

14. To authorise the Directors, generally and unconditionally, pursuant to and in accordance with section 551 of the Companies Act 2006, as amended, (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 £8,408,485 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph 14(B) below of this resolution in excess of £8,408,485); and
 - (B) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £16,816,970, (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph 14(A) above of this resolution) in connection with an offer by way of a rights issue (as defined in the Listing Rules of the Financial Conduct Authority):
 - (1) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (2) 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 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,

such authority to expire (unless previously revoked, varied or renewed) at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2023, but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares in the Company to be allotted or rights to subscribe for or to convert any security into shares in the Company 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 conferred hereby had not expired. All authorities vested in the Directors' on the date of the Notice of this meeting to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

SPECIAL RESOLUTIONS

Power to disapply pre-emption rights

15. That, subject to the passing of resolution 14 above, the Directors are empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash under the authority given by that resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each 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/or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under resolution 14(B) above, by way of rights issue only) in favour of the holders of shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date, 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
- (B) to the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph 15(A) above) up to an aggregate nominal amount of £1,261,272,

such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors' by resolution 14, but so that 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 power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

Additional authority to disapply pre-emption rights for purposes of acquisitions or capital investments

16. That, subject to the passing of resolution 14 above, and in addition to any power granted under resolution 15 above, the Directors are empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in the Act) for cash,

pursuant to the authority given by resolution 14, and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power is:

- (A) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,261,272; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after 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 this Notice,

such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 14 but so that 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 power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

Authority to purchase own shares

17. To generally and unconditionally authorise the Company for the purpose of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
 - a. the maximum aggregate number of ordinary shares hereby authorised to be acquired is 12,612,727;
 - b. the minimum price (exclusive of expenses) which may be paid for each ordinary share in the Company is its nominal value;
 - c. the maximum price (exclusive of expenses) which may be paid for any such ordinary share is the higher of: (i) 105 per cent. 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) the higher of the price of the last independent trade of an ordinary share in the Company and the highest current independent bid for an ordinary share in the Company as derived from the London Stock Exchange Trading System,

the authority hereby conferred shall expire at the close of business on 30 June 2023 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2023 (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 of authority) unless such authority is previously renewed, varied or revoked by the Company in general meeting.

Notice of general meetings

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

DocuSigned by:

Rob Henry

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General Counsel & Company Secretary