

ProCook Group plc

(Incorporated and registered in England and Wales with No: 13679248)

Resolutions Passed at Annual General Meeting

The following resolutions of ProCook Group plc (the “Company”) were passed at the Annual General Meeting of the Company held on 20 September 2022. Resolution 14 was passed as an ordinary resolution and resolutions 15 to 17 were passed as special resolutions.

Resolution 14

That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (Act) to exercise all 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 £363,188; and
- (b) comprising equity securities (as defined in Section 560(1) of the Act) up to a nominal aggregate amount of £726,377 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary as permitted by the right of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

provided that the authority granted by this Resolution 14 shall (unless previously revoked, varied or extended by the Company in general meeting) expire on the conclusion of the AGM of the Company to be held in 2023 or, if earlier, 15 months from the passing of this resolution, save that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired.

Special Resolutions

Resolution 15

That, subject to the passing of Resolution 14 above, but without prejudice to the exercise of any such power prior to the date of the passing of this Resolution 15, the Directors be generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) of the Company for cash pursuant to the authority conferred by Resolution 14 and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to such allotment or sale, provided that such power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record

date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 14 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) of this Resolution 15) up to an aggregate nominal value equal to £54,478,

provided that such power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the AGM of the Company to be held in 2023 or, if earlier, 15 months from the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Resolution 16

That the Company be and it is hereby generally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company on such terms and in such manner as the Board of Directors may from time to time determine, provided that:

- (a) the number of such ordinary shares hereby authorised to be purchased by the Company shall not exceed 10,895,662;
- (b) the minimum price (exclusive of expenses) which may be paid for any ordinary share shall be £0.01, being the nominal value of each ordinary share;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share shall be the higher of:
 - (i) an amount equal to 105% 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 the ordinary share is purchased; and
 - (ii) an amount equal to the higher of the price of the last independent trade of any ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) the market purchase does not result in the number of the Company's ordinary shares in public hands falling below 10% of its issued share capital; and
- (e) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2023 or, if earlier, 15 months from the passing of this resolution, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of ordinary shares which are entered into by the Company on or prior to the expiry of such authority.

Resolution 17

That the Company be and it is hereby generally and unconditionally authorised to hold general meetings (other than AGMs) on not less than 14 clear days' notice, such authority to expire at the conclusion of the AGM of the Company to be held in 2023 or, if earlier, 15 months from the passing of this resolution.

By order of the Board

ONE Advisory Limited

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20 September 2022