

ProCook Group plc

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

Resolutions Passed at Annual General Meeting

The following special business resolutions of ProCook Group plc (Company) were passed at the Annual General Meeting of the Company held on 19 September 2023. Resolution 11 was passed as an ordinary resolution and resolutions 12 to 16 were passed as special resolutions.

Resolution 11

That, in accordance with section 551 of the Companies Act 2006 (Act), the Directors be generally and unconditionally authorised to allot equity securities (as defined in Section 560(1) of the Act) (Equity Securities):

- (a) up to an aggregate nominal amount of £726.377 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph (b) below) in connection with a fully pre-emptive offer:
 - (i) to holders of ordinary shares in the capital of the Company (Ordinary Shares) in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) in any other case, up to an aggregate nominal amount of £363,188 (such amount to be reduced by the nominal amount of any Equity Securities allotted pursuant to the authority in paragraph (a) above in excess of £363,188),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting of the Company (or if earlier, the date which is 15 months from the date of the passing of the resolution) save that the Company may, before such expiry, make offers or agreements which would or might require Equity Securities to be allotted and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors under section 551 of the Act, but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Resolution 12

That, subject to the passing of Resolution 11, the Directors be authorised to allot Equity Securities for cash under the authority conferred by that resolution 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 authority shall be limited to:

- (a) the allotment of Equity Securities in connection with an offer of Equity Securities (but, in the case of the authority granted under Resolution 11(a), by way of a rights issue only):

- (i) to the holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other Equity Securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of Equity Securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this resolution) to any person up to an aggregate nominal amount of £108,956; and
- (c) the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) 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) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution, save that the Company may, before such expiry make offers or agreements which would or might require Equity Securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 13

That, subject to the passing of Resolution 11, the Directors be authorised, in addition to any authority granted under Resolution 12, to allot Equity Securities for cash under the authority conferred by Resolution 11 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 authority shall be limited to:

- (a) the allotment of Equity Securities or sale of treasury shares up to an aggregate nominal amount of £108,956, such authority to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 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; and
- (b) the allotment of Equity Securities or sale of treasury shares (otherwise than under paragraph (a) above) 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) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 Company's next annual general meeting (or, if earlier, at the close of business on the date which is 15 months from the date of passing the resolution 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 treasury shares to be sold) after the authority expires and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 14

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 next annual general meeting of the Company 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 15

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

Resolution 16

That, for the purpose of qualifying the Company as a B Corporation, with immediate effect, the articles of association of the Company be amended by inserting a new Article 5, being the full text of the proposed amendment to the articles as set out below, and the remaining articles be renumbered accordingly, and that these articles of association be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

"5. OBJECTS

5.1 The objects of the Company are to promote the success of the Company;

5.1.1 for the benefit of its members as a whole; and

5.1.2 through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole.

5.2 A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in Article 5.1 above, and in doing so shall have regard (amongst other matters) to:

5.2.1 the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any affected stakeholders,

5.2.2 the interests of the Company's employees,

5.2.3 the need to foster the Company's business relationships with suppliers, customers and others,

5.2.4 the impact of the Company's operations on the community and the environment and on affected stakeholders,

5.2.5 the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and

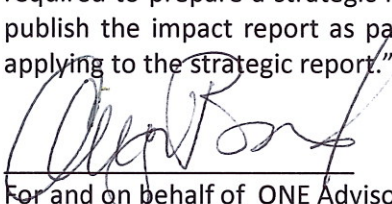
5.2.6 the need to act fairly as between members of the Company,

(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").

5.3 For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.

5.4 Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).

5.5 The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report."


For and on behalf of ONE Advisory Limited, Company Secretary
20 September 2023