

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 1

"To receive the Company's Annual Report and Accounts for the financial year ended 28 February 2021, the Directors' Report and the Auditor's Report on those accounts."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Smeaton', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 2

"To re-elect David Shearer, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Shearer', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 3

"To re-elect Nick Dilworth, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Shearer', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 4

"To re-elect Lewis Girdwood, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Sweeney', is written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**


At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 5

"To re-elect Ginny Pulbrook, who retires and, being eligible, offers herself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Sweeney', is written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 6

"To re-elect John Coombs, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David J. Snow', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 7

"To re-elect David Blackwood, who retires and, being eligible, offers himself for re-election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Blackwood', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

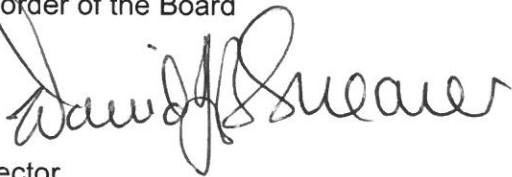
At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 8

"To elect Clive Condie, who retires and, being eligible, offers himself for election as a Director pursuant to provision 18 of the UK Corporate Governance Code."

By order of the Board

A handwritten signature in black ink, appearing to read 'David J. Smeaton', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

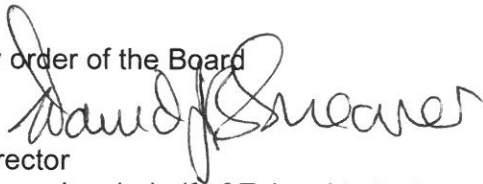
At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 9

"To re-appoint KPMG LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Smeaton', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**


At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 10

"To authorise the Directors to determine the auditors' remuneration."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Suleman', is written over the text 'By order of the Board' and 'Director'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 11

"To approve the Directors' Remuneration Report for the financial year ended 28 February 2021, set out on pages 88 to 100 of the Annual Report and Accounts."

By order of the Board

A handwritten signature in black ink, appearing to read 'David Smeader', written over the text 'By order of the Board'.

Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following ordinary resolution was duly passed:

ORDINARY RESOLUTION

Resolution 12

"THAT, for the purposes of article 4.4 of the Articles of Incorporation, the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise all or any of the powers of the Company to issue Ordinary Shares in the Company or to grant rights to subscribe for, or to convert any security into, Ordinary Shares in the Company:

- (a) up to an aggregate nominal amount of £21,030,870.70 to such persons at such times;*
- (b) up to an aggregate nominal amount of £42,061,741.50 (including within such limit any Ordinary Shares granted under paragraph (a) above) in connection with an offer by way of a rights issue to:*
 - i) the holders of Ordinary Shares in proportion as nearly as practicable to their respective holdings of such shares; and*
 - ii) the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,*

and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may otherwise 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 generally on such terms and conditions as the Directors may determine (subject always to the Articles of Incorporation), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 November 2022 (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Ordinary Shares to be issued, or rights to subscribe for or to convert any security into Ordinary Shares to be granted, after the expiry of such period and the Directors of the Company may issue Ordinary Shares and grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired."

By order of the Board



Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following special resolution was duly passed:

SPECIAL RESOLUTION

Resolution 13

"THAT, subject to the passing of Resolution 12, the Directors of the Company be and are hereby generally and unconditionally authorised to issue equity securities (as defined in the Articles of Incorporation) for cash, under the authority given by Resolution 12, and/or to sell Ordinary Shares held by the Company as treasury shares for cash, as if article 5.2 of the Articles of Incorporation did not apply to any such issue or sale, provided that this power shall be limited to:

- (a) the issue of equity securities in connection with a rights issue or any other pre-emptive offer to:
 - i) the holders of Ordinary Shares in proportion as nearly as practicable to their respective holdings of such shares; and*
 - ii) the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements as the Directors may otherwise 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) the issue of equity securities or sale of treasury shares otherwise than pursuant to paragraph (a) above up to an aggregate nominal amount of £3,154,630.60, and such power shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 November 2022 (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be issued and treasury shares to be sold after the expiry of such period and the Directors of the Company may issue equity securities and sell treasury shares in pursuance of such offer or agreement as if such power had not expired."*

By order of the Board



Director
For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following special resolution was duly passed:

SPECIAL RESOLUTION

Resolution 14

"THAT, subject to the passing of Resolutions 12 and 13, the Directors of the Company be and are hereby generally and unconditionally authorised to issue equity securities (as defined in the Articles of Incorporation) for cash, under the authority given by Resolution 12, and/or to sell Ordinary Shares held by the Company as treasury shares for cash, as if article 5.2 of the Articles of Incorporation did not apply to any such issue or sale, provided that:

- (a) this power shall be limited to the issue of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £3,154,630.60; and*
- (b) the issue of equity securities or sale of treasury shares for cash is for the purposes of financing (or refinancing, if the power is used within six months of the original transaction) a transaction which the Directors of the Company determine to be an acquisition of 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 such power shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 November 2022 (if earlier) save that the Directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be issued and treasury shares to be sold after the expiry of such period and the Directors of the Company may issue equity securities and sell treasury shares in pursuance of such offer or agreement as if such power had not expired."*

By order of the Board



Director

For and on behalf of Esken Limited

Date: 17 August 2021

Company Number: 39117

**Resolution of Esken Limited
(Company)**

At the annual general meeting of the Company, duly convened and held on 17 August 2021, the following special resolution was duly passed:

SPECIAL RESOLUTION

Resolution 15

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"THAT in accordance with the Companies (Guernsey) Law, 2008 as amended, and in substitution for all existing authorities, the Company be, and hereby is generally, and unconditionally authorised to make one or more market acquisitions as defined in section 316 of the Companies (Guernsey) Law, 2008 of its Ordinary Shares on such terms and in such manner as the Directors may determine, provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be acquired does not exceed 63,092,612 Ordinary Shares;*
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share shall be 10 pence;*
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of:*
 - (i) 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the five business days immediately before the purchase is made; and*
 - (ii) the higher of the price of the last independent trade of an Ordinary Share, and the highest independent bid as derived from the London Stock Exchange Trading System at the time of the purchase for the Ordinary Shares;*
- (d) the authority conferred shall expire at the conclusion of the next annual general meeting of the Company or at close of business on 17 November 2022 (if earlier);*
- (e) notwithstanding paragraph (d) above, the Company may make a contract to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be completed wholly or partly after the expiration of such authority, and may make a purchase of Ordinary Shares pursuant to any such contract; and*
- (f) any Ordinary Shares bought back may be held as treasury shares in accordance with the Companies (Guernsey) Law, 2008 or be subsequently cancelled by the Company."*

By order of the Board



Director
For and on behalf of Esken Limited

Date: 17 August 2021