

Company No: 04457314

The Companies Acts 1985 and 2006

Public Company Limited by Shares

Halfords Group plc

At the Annual General Meeting of Halfords Group plc held at Halfords Group plc, Support Centre, Icknield Street Drive, Washford West, Redditch, B98 0DE on Tuesday 15 September 2020, the following Resolutions were passed by a poll. Resolution 13 was passed as an Ordinary Resolution and resolutions 14, 15, 16 and 17 were passed as Special Resolutions:

SPECIAL RESOLUTIONS

Resolution 14

Disapplication of Statutory Pre-emption Rights

That, in substitution for all existing authorities and subject to the passing of resolution 13, the Directors be generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority granted by resolution 13 and/or pursuant to section 573 of the Act to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act, such authority to be limited:

- (a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 13, by way of a rights issue only):
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities (as defined in section 560(1) of the Act), 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 or make any other 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 pursuant to the authority granted by paragraph (a) of resolution 13 and/or sale of treasury shares for cash (in each

case otherwise than in the circumstances set out in paragraph (a) of this resolution 14) up to a nominal amount of £99,558 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights),

such authority to apply until the earlier of the conclusion of the Company's next annual general meeting or close of business on 30 September 2021 (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this resolution 14, "rights issue" has the same meaning as in resolution 13.

Resolution 15

Authority to Purchase Own Shares

That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of its own ordinary shares of 1 pence each 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 purchased is 19,911,663 (representing less than 10 per cent. of the issued ordinary share capital);
- (b) the minimum price (excluding expenses) which may be paid for an ordinary share is 1 pence;
- (c) the maximum price (excluding expenses) which may be paid for an ordinary share shall not be more than the higher of:
 - i) 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 day on which the purchase is made; and

- ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and

(d) the authority hereby conferred shall expire at the end of the Company's next annual general meeting after this resolution is passed (or, if earlier, at the close of business on 30 September 2021), but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract as if the authority had not expired.

Resolution 16

Authority to call general meetings on 14 days' notice

That the Directors be authorised to call a general meeting of the Company other than an annual general meeting on not less than 14 clear days' notice, provided that this authority expires at the conclusion of the next annual general meeting of the Company after this resolution is passed.

Resolution 17

Articles of Association

That, with effect from conclusion of the 2020 Annual General Meeting, the Articles of Association produced to the meeting, and initialled by the Chairman of the meeting for the purpose of identification, be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

ORDINARY RESOLUTIONS

Resolution 13

Authority to Allot Securities

That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot shares (as defined in section 540 of the Act) 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 £663,722; and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to a further aggregate nominal amount of £663,722 in connection with an offer by way of a rights issue,

such authorities to apply until the earlier of the conclusion of the Company's next annual general meeting or close of business on 30 September 2021 (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares 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 had not expired. References in this resolution 13 to the nominal amount of rights to subscribe for or to convert any security into shares (including where such rights are referred to as equity securities as defined in section 560(1) of the Act) are to the nominal amount of shares that may be allotted pursuant to the rights.

For the purpose of this resolution 13 "rights issue" means an offer to:

- i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other 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.

Tim O'Gorman, Company Secretary
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