

Company Number: 03183415

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

of

ST. JAMES'S PLACE PLC

(the "Company")

(Passed on 30 April 2026)

At the ANNUAL GENERAL MEETING of the above Company duly convened and held at St. James's Place House, 1 Tetbury Road, Cirencester, Gloucestershire GL7 1FP on Thursday, 30 April 2026, the following resolutions were duly passed. Resolution 18 was passed as an Ordinary Resolution and Resolutions 20, 21, 22 and 23 were passed as Special Resolutions of the Company.

Ordinary Resolution

Resolution 18: Directors' authority to allot shares

THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to:

(i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company

a) up to an aggregate nominal amount of £26,300,913; and

b) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £52,601,827 (including within such limit the nominal value of any shares allotted in respect of which rights are granted under paragraph (a)) in connection with an offer:

- 1) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
- 2) to people who are holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities; 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 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2027); and

(ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

subject to the paragraph below, all existing authorities given to the Directors pursuant to section 551 of the Act be revoked by this resolution; and

the paragraph above shall be without prejudice to the continuing authority of the Directors to allot shares or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Special Resolutions

Resolution 20: Limited disapplication of pre-emption rights

THAT, subject to the passing of Resolution 18 and in place of all existing powers, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by Resolution 18 as if section 561(1) of the Act did not apply to the allotment.

This power:

(i) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2027). However, the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(ii) shall be limited to:

a) the allotment of equity securities in connection with an offer to:

1) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

- 2) people who hold other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;

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) in the case of an authority given under Resolution 18(i)(a), the allotment of equity securities for cash otherwise than pursuant to paragraph (ii)(a) and paragraph (ii)(c) of this Resolution up to an aggregate nominal amount of £7,891,063 and;

c) when any allotment of equity securities is or has been made pursuant to paragraph (ii)(b) (a paragraph (ii)(b) allotment), the allotment of additional equity securities (also pursuant to the authority given under Resolution 18) up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (ii)(b) allotment, provided that any allotment pursuant to this paragraph (ii)(c) is for the purposes of a follow-on offer determined by the Directors 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 the notice of the meeting; and

(iii) This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 18' were omitted.

Resolution 21: Further disapplication of pre-emption rights

THAT, subject to the passing of Resolution 20 and in addition to any power given to them pursuant to Resolution 20, the Directors be generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined in the Act) for cash, pursuant to the authority given by Resolution 18, as if section 561(1) of the Act did not apply to the allotment.

This power:

(i) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2027), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and

(ii) in the case of the authority given under resolution 18(i)(a), shall be limited to:

a) the allotment of equity securities (otherwise than pursuant to paragraph (ii)(b)) up to an aggregate nominal amount of £7,891,063, provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the directors determine to be an acquisition or specified 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 the notice of the meeting; and

b) when any allotment of equity securities is or has been made pursuant to paragraph (ii)(a) (a paragraph (ii)(a) allotment), the allotment of equity securities up to an aggregate nominal amount equal to 20% of the nominal amount of that paragraph (ii)(a) allotment, provided that any allotment pursuant to this paragraph (ii)(b) is for the purposes of a follow-on offer determined by the Directors 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 the notice of the meeting; and

(iii) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority given by resolution 18' were omitted.

Resolution 22: Authority to purchase ordinary 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 Companies Act 2006 (the Act)) of ordinary shares of 15 pence each in the capital of the Company provided that:

(i) the maximum aggregate number of ordinary shares authorised to be acquired is 52,607,088;

(ii) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 15 pence;

(iii) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:

a) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

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

(iv) this authority will (unless previously revoked, varied or renewed) expire at the conclusion of the next annual general meeting of the Company held after the date on which this resolution is passed or, if earlier, 30 June 2027; and

(v) the Company may make a contract or contracts to purchase ordinary shares under this authority before this authority expires which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 23: Notice period for general meetings

THAT, pursuant to section 307 of the Companies Act 2006, the Board be authorised to call general meetings of the Company, other than an annual general meeting, on not less than 14 clear days' notice, such authority to expire at the conclusion of the next annual general meeting of the Company unless such authority is renewed at a general meeting of the Company before then.