

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS
OF
HAMMERSON plc

At the Annual General Meeting of the Company held at Marble Arch House, 66 Seymour Street, London W1H 5BX on Thursday 25 April 2024, the following resolutions were duly passed:

As an Ordinary Resolution:

Resolution 14: Directors' authority to allot

THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Rights) up to an aggregate nominal amount of £83,199,575, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, on 25 July 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

As Special Resolutions:

Resolution 15: To Disapply Statutory Pre-Emption Rights and Empower Directors to Allot Shares for Cash

THAT, if Resolution 14 above is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (i) to the allotment of equity securities or sale of treasury shares in connection with an offer of securities in favour of the holders of ordinary shares on the register of shareholders at such record dates as the Directors may determine and other persons

entitled to participate therein (if any) where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

- (ii) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i) of this Resolution 15) to any person or persons up to an aggregate nominal amount of £12,479,936,

such authority to expire upon the expiry of the general authority conferred by Resolution 14 above, 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 16: To Disapply Statutory Pre-Emption Rights and Empower Directors to Allot Shares for Cash in addition to those conferred by Resolution 15

THAT, if Resolution 14 above is passed and in addition to the power conferred by Resolution 15, the Directors be and they are hereby authorised pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/ or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

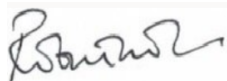
- (i) limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £12,479,936; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment, including development and refurbishment expenditure, 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,

such authority to expire upon the expiry of the general authority conferred by Resolution 14 above, 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 17: Authority for the Company to Purchase its Own Shares

THAT the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5 pence each of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (i) the maximum number of ordinary shares hereby authorised to be acquired is 499,197,453 representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at Friday, 15 March 2024;
- (ii) the minimum price (excluding expenses) which may be paid for any such share is 5 pence;
- (iii) the maximum price (excluding expenses) which may be paid for any such share is the higher of (a) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased; and (b) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 17 will be carried out;
- (iv) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company, or, if earlier, on 25 July 2025 unless previously renewed, varied or revoked by the Company in general meeting; and
- (v) the Company may, before this authority expires, make a contract to purchase its ordinary shares which will or may be executed wholly or partly after the expiry of this authority, and may purchase its ordinary shares pursuant to it as if this authority had not expired.



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Chair of the Board

Dated: 25 April 2024