

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

At the General Meeting of the Company held at Marble Arch House, 66 Seymour Street, London W1H 5BX on Thursday 12 September 2024, the following resolutions were duly passed:

As Ordinary Resolutions:

Resolution 1: Consolidation, Sub-division and Re-designation of Shares

THAT:

- i. subject to and conditional on the Admission becoming effective, each ordinary share of £0.05 in the capital of the Company (each an "Existing Ordinary Share") in issue be consolidated, subdivided and re-designated as follows:
  - every 10 Existing Ordinary Shares held by a Shareholder at the record time for the Share Consolidation shall be consolidated into one new ordinary share of £0.50 (a "Consolidated Ordinary Share"); and
  - each such Consolidated Ordinary Share shall then immediately be subdivided and redesignated into one ordinary share of £0.05 (a "New Ordinary Share") and nine deferred shares of £0.05 each ("Deferred Shares"), where (i) the rights attaching to the New Ordinary Shares (including voting and dividend rights and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares, and (ii) the Deferred Shares will have the rights described in Part II (Rights Attaching to the Deferred Shares) of the Circular,

provided that, where such consolidation, subdivision and re-designation (the "Share Consolidation") results in any Shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other Shareholders may be entitled; and

- ii. each and any of the Directors be and is hereby authorised to in accordance with the Company's Articles (Article 48) to deal with such fractions as it shall decide, to sell (or appoint any other person to sell), on behalf of all the relevant Shareholders, all the

New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant Shareholders entitled thereto (save that any fraction of a penny shall be rounded up or down in accordance with the usual practice of the Registrars and save that the proceeds of any Fractional Entitlement of less than £5 (or the equivalent in Rand) will be donated by the Company to a charity of the Company's choosing, noting that the proceeds from the sale of a Fractional Entitlement should be less than £2.69 (or the 31 equivalent in Rand)); any Director (or any person appointed by the Directors) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant Shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

#### Resolution 2: Directors' Authority to Allot

THAT, if Resolution 1 above is passed, 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 £8,315,428, provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, on Friday, 12 December 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 3: To Disapply Statutory Pre-Emption Rights and Empower Directors to Allot Shares for Cash

THAT, if Resolution 1 and Resolution 2 above are 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 Share Register 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 subparagraph (i) of this Resolution 3) to any person or persons up to an aggregate nominal amount of £1,247,314,

such authority to expire upon the expiry of the general authority conferred by Resolution 2 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 4: To Disapply Statutory Pre-Emption Rights and Empower Directors to Allot Shares for Cash in addition to those conferred by Resolution 3**

THAT, if Resolution 1 and Resolution 2 above are passed and in addition to the power conferred by Resolution 3, 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 £1,247,314; 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 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 2 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 5: Authority for the Company to Purchase its Own Shares**

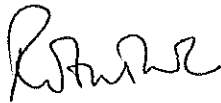
THAT, if Resolution 1 above is passed, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of New Ordinary Shares of 5 pence each of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- i. the maximum number of New Ordinary Shares hereby authorised to be acquired is 49,892,573 representing 10% of the Company's expected total number of issued shares (excluding treasury shares), assuming the Share Consolidation becomes effective and no further Existing Ordinary Shares are issued between the Latest Practicable Date and that time;
- 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 a New 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 5 will be carried out;
- iv. the authority hereby conferred shall expire at the conclusion of the next AGM of the Company, or, if earlier, on Friday, 12 December 2025 unless previously renewed, varied or revoked by the Company at a general meeting; and
- v. the Company may, before this authority expires, make a contract to purchase its New Ordinary Shares which will or may be executed wholly or partly after the expiry of this authority, and may purchase its New Ordinary Shares pursuant to it as if this authority had not expired.

**Resolution 6: Cancellation of the Share Premium Account**

THAT the share premium account of the Company be cancelled in its entirety.



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Chair of the Board

Dated: 12 September 2024