



COMPANY NO: 19457
PZ CUSSONS PLC

PASSED ON 23 NOVEMBER 2022

At the Annual General Meeting of PZ Cussons plc (the “Company”), duly convened and held at Manchester Business Park, 3500 Aviator Way, Manchester M22 5TG on 23 November 2022, the shareholders of the Company passed the following resolutions (other than ordinary business):

15. That the Directors are generally and unconditionally authorised pursuant to 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 such shares in the Company (‘Allotment Rights’), but so that:

- a) the maximum amount of shares which may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,414,792,
- b) this authority shall expire at the close of business on 23 February 2025 or, if earlier, at the conclusion of the Company’s annual general meeting to be held in 2024. The Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired. All authorities vested in the Directors on the date of the notice of this meeting to allot shares or to grant Allotment Rights which remain unexercised at the commencement of this meeting are revoked.

16. That, subject to the passing of Resolution 15 in the notice of this meeting, the Directors are authorised pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred on them by Resolution 15 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power is limited to:

A) the allotment of equity securities or sale of treasury shares in connection with an offer of securities to the holders of Ordinary Shares on the register on any fixed record date as the Directors may determine in proportion to their holdings of Ordinary Shares (and, if applicable, to the holders of any other class of equity security in the capital of the Company in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange;

b) the allotment of equity securities or sale of treasury shares (other than pursuant to sub-paragraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal value of £428,724;

c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) and sub-paragraph (b) of this Resolution 16) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph (b) of this Resolution 16, provided that the authority under this sub-paragraph shall be used only for the purposes of making a follow-on offer which the Directors determine 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 this notice, and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 15 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

17. That, subject to the passing of Resolution 15 in the notice of this meeting and in addition to the power conferred by Resolution 16 in the notice of this meeting, the Directors are authorised pursuant to section 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the authority conferred by Resolution 15 in the notice of this meeting or by way of a sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to 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 shall be limited to:

- a) the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £428,724; and
- b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (a) of this Resolution 17) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph (a) of this Resolution 17, provided that the authority under this sub-paragraph shall be used only for the purposes of making a follow-on offer which the Directors determine 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 this notice, and shall expire on the revocation or expiry (unless renewed) of the general authority conferred on the Directors by Resolution 15 in the notice of this meeting, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

18. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of Ordinary Shares of 1p each 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 which may be acquired under this authority is 42,872,496 representing approximately 10% of the issued Ordinary Share capital of the Company as at 26 September 2023;
- b) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange's Daily Official List) for the five business days immediately preceding the day on which such shares are contracted to be purchased and (ii) 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 18 will be carried out;
- c) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value, this authority shall expire at the close of business on 23 February 2025 or, if earlier, at the conclusion of the Company's annual general meeting to be held in 2024; and before such expiry the Company may enter into a contract to purchase shares which would or might require a purchase to be completed after such expiry and the Company may purchase shares pursuant to any such contract as if the authority had not expired.

19. That any general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

20. That, from the date of this Resolution 20 until the close of business on 23 February 2025 or, if earlier, the conclusion of the Company's annual general meeting to be held in 2024, the Company and those companies which are its subsidiaries at any time during such period are authorised in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Act') to:

- a) make donations to political parties and/or independent election candidates;
- b) make donations to political organisations other than political parties; and



c) incur political expenditure, up to an aggregate total amount of £50,000, with the amount authorised for each of the heads a) to c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board of Directors may decide is appropriate. Terms used in this Resolution have, where applicable, the meanings that they have in Part 14 of the Act on “Control of political donations and expenditure”

K Massie

Company Secretary

Date: 23 November 2023