

The Companies Act 2006

COMPANY LIMITED BY SHARES

IMI plc

At the annual general meeting of the Company duly convened and held at 10am on 5 May 2022 at The Crowne Plaza Hotel, National Exhibition Centre, Birmingham, the following resolutions were duly passed as Ordinary Resolutions.

15. That:

- (a) the directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £24,800,000 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £24,800,000; and
 - (ii) comprising equity securities (as defined in article 8 of the Company's articles of association), up to a maximum nominal amount of £49,600,000 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association);
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 1 July 2023; and
- (c) all previous unutilised authorities under Section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

16. That, in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be and are hereby authorised to:

- (a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
- (c) incur political expenditure not exceeding £50,000 in total;

during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company or 1 July 2023, whichever is the earlier, provided that the aggregate amount of any such donations and

expenditure referred to in (a), (b) and (c) shall not exceed £50,000 (and may consist of sums in any currency converted into sterling at such rate as the directors may in their absolute discretion determine). For the purposes of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings set out in Sections 363 to 365 of the Companies Act 2006.

17. That:

- (a) the rules of the IMI US Stock Purchase Plan (the "US Stock Purchase Plan Rules"), the principal terms of which are summarised in the Appendix to this notice of annual general meeting and which are produced in draft to this meeting and, for the purposes of identification, have been initialled by the Chair, are hereby approved and adopted; and
- (b) the directors be and are hereby authorised to do all such acts and things as they consider necessary or desirable to implement the US Stock Purchase Plan Rules

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At the annual general meeting of the Company duly convened and held at 10am on 5 May 2022 at The Crowne Plaza Hotel, National Exhibition Centre, Birmingham, the following resolutions were duly passed as Special Resolutions.

- A. That if ordinary resolution 15 is passed (and in substitution for all subsisting authorities to the extent unused), the directors be authorised to allot equity securities (as defined in article 8 of the Company's articles of association) 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 to:

- (a) allotment in connection with an offer of securities (but in the case of the authority granted under ordinary resolution 15(a) (ii) by way of rights issue only); and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £3,900,000;

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2023 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 offers or agreements as if the authority had not expired.

- B. That if ordinary resolution 15 is passed, the Board be authorised, in addition to any authority granted under special resolution A, to allot equity securities (as defined in article 8 of the Company's articles of association) 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:

- (a) only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other 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 this Notice; and
- (b) to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,900,000;

such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2023 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 offers or agreements as if the authority had not expired.

- C. That, in accordance with the Companies Act 2006, the Company is generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 28 4/7p each in the capital of the Company ('ordinary shares') on such terms and in such manner as the directors of the Company may from time to time determine provided that:
- (a) the maximum aggregate number of ordinary shares that may be purchased under this authority is 26,000,000;
 - (b) the minimum price which may be paid shall be 28 4/7p per ordinary share (exclusive of expenses, if any, payable by the Company in connection with the purchase);
 - (c) the maximum price (exclusive of expenses, if any, payable by the Company in connection with the purchase) which may be paid for an ordinary share purchased under this authority shall not be more than the higher of:
 - (i) 105% of the average of the middle market prices shown in the quotations for ordinary shares in the London Stock Exchange Daily Official List for the five business days before the day on which that ordinary Share is purchased; and
 - (ii) the amount equal to the higher price of the last independent trade of an ordinary share and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2023 unless renewed before that time save that the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract; and
 - (e) all existing authorities for the Company to make market purchases of ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not yet been executed.
- D. That, in accordance with the Company's articles of association, a general meeting (other than an annual general meeting) may be called on not less than 14 working days' notice.