

RESOLUTIONS OF VP PLC
(Company number 00481833)
(the "Company")

AT AN ANNUAL GENERAL MEETING of the Company duly convened and held at Rudding House, Rudding Park, Follifoot, Harrogate HG3 1JH at 10.00am on 23 July 2025, the following resolutions were passed:

ORDINARY RESOLUTIONS

- 1) To receive the Company's financial statements for the period ended 31 March 2025, together with the Directors' report and the auditors' report on these accounts.
- 2) To declare a final dividend of 28 pence per Ordinary Share for the year ended 31 March 2025.
- 3) To re-elect Jeremy Pilkington as a director.
- 4) To re-elect Anna Bielby as a director.
- 5) To re-elect Keith Winstanley as a director.
- 6) To re-elect Mark Bottomley as a director.
- 7) To re-elect Stuart Watson as a director.
- 8) To elect Richard Smith as a director.
- 9) To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which accounts are laid before the Company.
- 10) To authorise the directors to agree the remuneration of the auditors, PricewaterhouseCoopers LLP.
- 11) To approve the Directors' Remuneration Report Annual Statement on pages 70 to 71 of the Annual Report and Accounts for the year ended 31 March 2025 together with the Annual Report on Remuneration on pages 77 to 84 of that document.

SPECIAL RESOLUTIONS

- 12) That the Company is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of Ordinary Shares provided that:
 - (a) the maximum number of Ordinary Shares to be purchased is 4,015,425 being 10% of the issued share capital of the Company;
 - (b) the minimum price which may be paid for Ordinary Shares is 5 pence per Ordinary Share exclusive of expenses and stamp duty;
 - (c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of:

(i) 105 per cent of the average market value of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days prior to the day the purchase is made; and

(ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for:

- (a) the last independent trade of; and
- (b) the highest current independent bid for;

any number of the Company's Ordinary Shares on the trading venue 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 or 15 months from the passing of this resolution if earlier; and

(e) the Company may make a contract to purchase Ordinary Shares under the authority 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.

13) To authorise the directors to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

Ackers P Investment Company Limited (a company of which Jeremy Pilkington is a director of) is regarded as a controlling shareholder of the Company for the purposes of the Listing Rules, and each resolution to re-elect independent non-executive directors (resolutions 6, 7 and 8 above) has under Listing Rule 9.2.2E also been approved by a majority of the votes cast by the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder.



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Jeremy Pilkington (Director)
For and on behalf of Vp plc