

RM plc

(Company number: 01749877)

ORDINARY RESOLUTION

At the Annual General Meeting of RM plc ("the Company"), duly convened and held at 142B Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4SE at 10.30 a.m. on 9 May 2024, the following resolution was duly passed as an Ordinary Resolution:

14. That:

- a) the Directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "Act"), to allot shares in the Company and to grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to an aggregate nominal amount of £639,047 (such amount to be reduced by the nominal amount of any allotments or grants made under sub-paragraph (ii) below in excess of such sum); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,278,094 (such amount to be reduced by the nominal amount of any allotments or grants made under sub-paragraph (i) above) in connection with a fully pre-emptive offer:
 - (A) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.
- b) These authorities 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 8 August 2025;
- c) the Company may, before this authority expires, 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.



D. Fattal
Company Secretary
RM plc
9 May 2024

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SPECIAL RESOLUTION

At the Annual General Meeting of RM plc ("the Company"), duly convened and held at 142B Park Drive, Milton Park, Milton, Abingdon, Oxfordshire, OX14 4SE at 10.30 a.m. on 9 May 2024, the following resolution was duly passed as a Special Resolution:

15. If resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited to:

- a) the allotment of equity securities and sale of treasury shares in connection with an offer or issue of equity securities (but in the case of the authority granted under paragraph a) (ii) of resolution 14, by way of a fully pre-emptive offer only) to or in favour of:
 - (i) holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary;

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

- b) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) above) up to a nominal amount of £191,714; and
- c) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) or sub-paragraph b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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,

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 8 August 2025 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.



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16. That if resolution 14 is passed, the Board be authorised, in addition to any authority granted under resolution 15, to allot equity securities (as defined in the Act) 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, provided that such authority be limited to:
- a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £191,714 such authority to be 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 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) the allotment of equity securities or sale of treasury shares (otherwise than under sub-paragraph a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under sub-paragraph a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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,

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 8 August 2025 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.



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17. That, in accordance with the Act, the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may determine, provided that:
- a) the maximum number of ordinary shares which may be purchased under this authority is 8,387,501 ordinary shares of 2 2/7 pence each (representing approximately 10% of the Company's ordinary issued share capital as 20 March 2024 (being the latest practicable date prior to the publication of this document));
 - b) the minimum price (exclusive of expenses) which may be paid for each ordinary share purchased under this authority is the nominal value thereof;
 - c) the maximum price which may be paid for an ordinary share purchased under this authority shall be not more than the higher of (i) an amount equal to 5 per cent above the average of the middle market quotations of an ordinary share 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 (ii) the price which is the higher of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out;
 - d) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or at close of business on 8 August 2025, whichever is earlier unless such authority is renewed prior to such time;
 - e) 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 such contract; and
 - f) 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.



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