

**At the Annual General Meeting of the Company, duly convened and held at  
J.P. Morgan, 1 John Carpenter Street, London, EC4Y 0JP  
at 11.00am on Friday 11 February 2022.**

**the following resolutions by the members entitled to attend and vote at the meeting: 19-22**

**Special Resolution No. 19 - Renewal of Directors Powers - Section 560**

That, conditional upon Resolution 18 in this Notice of AGM being passed, the Directors are empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by that resolution (or by way of a sale of treasury shares), as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, provided that such power is limited to:

- a) the allotment of equity securities and/or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 18, by way of a rights issue only):
  - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange or any other matter; and
- b) the allotment of equity securities and/or sale of treasury shares (otherwise than under paragraph (a) above) up to a maximum aggregate nominal amount of £44,984.

Such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 18 in this Notice of AGM, save that the Company may make offers, and enter into agreements, before such expiry which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors.

*The resolution was put to the meeting and was carried as a special resolution.*

**Special Resolution No. 20 - Renewal of Directors Powers to allot a further 5% of equity securities-  
Section 560**

That, conditional upon Resolution 18 in this Notice of AGM being passed and in addition to the power contained in Resolution 19, the Directors are empowered to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 18 (or by way of a sale of treasury shares), as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, provided that such power is:

- a) limited to the allotment of equity securities and/or sale of treasury shares up to a maximum aggregate nominal amount of £44,984; and
- b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction)  
a transaction which the Directors determine 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 of AGM.

Such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 18 in this Notice of AGM, save that the Company may make offers, and enter into agreements, before such expiry, which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the power expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the power had not expired.

*The resolution was put to the meeting and was carried as a special resolution.*

**Special Resolution No. 21 - Renewal of existing Authority to Market Purchase of own shares**

19. That the Company be and is hereby authorised generally and unconditionally pursuant to section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 1p each in the capital of the Company ('Ordinary Shares'), such power to be limited:

- a) to a maximum aggregate number of 8,996,980 Ordinary Shares;
- b) by the condition that the maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the higher of:
  - (i) 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is 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 on the trading venue where the purchase is carried out at the relevant time;
- c) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is its nominal value; and
- d) such authority shall expire at the close of business on 30 March 2023 or, if earlier, at the conclusion of the Company's next AGM, but so that the Company may before such authority expires enter into a contract under which a purchase of Ordinary Shares may be completed or executed wholly or partly after the authority expires and the Company may purchase Ordinary Shares in pursuance of such contract as if the authority had not expired.

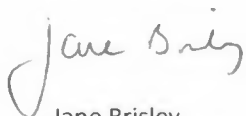
*The resolution was put to the meeting and was carried as a special resolution.*

**Special Resolution No. 22**

**- Renewal shortened Notice of General Meeting**

That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

*The resolution was put to the meeting and was carried as a special resolution.*



Jane Brisley

General Counsel & Company Secretary