

**At the Annual General Meeting of the Company, duly convened and held at
J.P. Morgan Cazenove, 1 John Carpenter Street, London, EC4Y 0JP
at 11.00am on Friday 9 February 2024, the following resolutions were duly passed by the
members entitled to attend and vote at the meeting:**

Ordinary Resolution 15 – Authority to allot shares

That the Directors are generally and unconditionally authorised in accordance with 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, shares in the Company:

- a) up to an aggregate nominal amount of £290,061 (such amount to be reduced by the aggregate nominal amount of any equity securities allotted or rights granted under paragraph (b) below in excess of such sum); and
- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006), up to an aggregate nominal amount of £580,122 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted under paragraph (a) above) in connection with a rights issue (as defined in the Listing Rules published by the Financial Conduct Authority):
 - i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii) to holders of other equity securities or as required by the rights of those securities 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, provided that this authority shall expire at the close of business on 31 March 2025 or, if earlier, at the conclusion of the Company's next AGM, save that the Company may make any offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to be granted after the authority expires and the Directors may allot shares or grant rights under any such offer or agreement as if the authority had not expired. All authorities vested in the Directors on the date of this Notice of AGM to allot shares or to grant rights that remain unexercised at the commencement of this meeting are revoked.

The resolution was put to the meeting and was carried as an ordinary resolution.

Special Resolution 16 - Renewal of Directors Powers

That, conditional upon Resolution 15 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 15, 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 £43,509.

Such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 15 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 17 - Renewal of Directors Powers to allot a further 5% of equity securities

That, conditional upon Resolution 15 in this Notice of AGM being passed and in addition to the power contained in Resolution 16, 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 15 (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 £43,509; and
- b) used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the date of the original transaction) a transaction which the Directors determine 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 of AGM.

Such power shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 15 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 18 - Renewal of existing Authority to Market Purchase of own shares

That the Company is 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 in the capital of the Company ('Ordinary Shares'), provided that:

- a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 8,701,837;
- b. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be an amount equal to 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 31 March 2025 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 19 - Renewal shortened Notice of General Meeting

That a general meeting of the Company, other than an AGM, 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