

Company No 7145051

COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF SHAFTESBURY CAPITAL PLC

(passed 23 May 2024)

At the Annual General Meeting of the members of the Company convened and held on 23 May 2024, the following resolutions were duly passed:

As an Ordinary Resolution

12. THAT the Directors be and 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 securities into, shares in the Company:
- i. up to an aggregate nominal amount of £152,068,308; and
 - ii. up to a further aggregate nominal amount of £152,068,308, provided that (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006) and (ii) they are offered in connection with an offer by way of a full pre-emptive offer to holders of ordinary shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to holders of other equity securities if required by the rights of those securities, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

(the aggregated of the amounts described by subparagraphs (i) and (ii) of this resolution being the Section 551 Amount for the purposes of the Company's Articles of Association) provided that this authority shall expire at the conclusion of the annual general meeting in 2025 or, if earlier, on 23 August 2025, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant rights pursuant to any such offer or agreement as if this authority had not expired and all unexercised authorities previously granted to the Directors to allot shares and grant rights be and are hereby revoked.

As a Special Resolution

13. THAT subject to the passing of Resolution 12 above, the Directors be and are authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment provided that this power shall be limited to:
- i. the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 12 above by way of a fully pre-emptive offer only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements

or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

- ii. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to sub-paragraph (i) of this Resolution 13) to any person or persons up to an aggregate nominal amount of £45,620,492.00,

(the aggregate of the amounts described by subparagraphs (i) and (ii) of this Resolution 13 and Resolution 14 below being the Section 561 Amount for the purposes of the Company's Articles of Association) and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

As a Special Resolution

14. THAT subject to the passing of Resolution 12 above and in addition to the power conferred by Resolution 13 above, the Directors be and are authorised pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 above and by way of a sale of treasury shares as if Section 561(1) of that Act did not apply to any such allotment provided that this power shall be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to 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 shall be limited to the allotment of equity securities or sale of treasury shares to any person or persons up to an aggregate nominal amount of £45,620,492 (the aggregate of the amounts described by sub-paragraphs (i) and (ii) of Resolution 13 above and this Resolution 14 being the Section 561 Amount for the purposes of the Company's Articles of Association) and shall expire upon the expiry of the general authority conferred by Resolution 12 above, save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

As a Special Resolution

15. THAT the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of 25 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
 - i. the maximum number of ordinary shares which may be purchased is 182,481,970;
 - ii. the minimum price (exclusive of expenses) which may be paid for any such ordinary share is 25 pence;
 - iii. the maximum price (exclusive of expenses) which may be paid for any such ordinary share is an amount equal to the higher of:
 - i. 105 per cent of the average of the middle market quotations for the Company's ordinary shares 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 higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 15 will be carried out;

- iv. this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2025 or, if earlier, 23 August 2025, unless such authority is renewed, varied or revoked by the Company in general meeting prior to such time; and
- v. the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares in pursuance of any such contract.

As a Special Resolution

- 16. THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Certified as a true copy



Desna Martin
Group Company Secretary, 23 May 2024

