

Spirax-Sarco Engineering plc

Company No:
00596337

Passed:
15 May 2024

The Companies Acts 2006

At a general meeting of the above-named company duly convened and held at Charlton House, Cirencester Road, Cheltenham, Gloucestershire, GL53 8ER, United Kingdom on Wednesday 15 May 2024 the following resolutions were duly passed as special resolutions:

Special Resolution 17

"That the Company's name be changed from "Spirax-Sarco Engineering plc" to "Spirax Group plc" with immediate effect."

Special Resolution 18

"That Articles 104, 107, 121 and 122 of the Company's Articles of Association be deleted and replaced in their entirety with the proposed new articles as attached to this resolution."

Special Resolution 19

That:

- a. *the Directors be authorised pursuant to section 570 and section 573 of the Companies Act 2006 ("CA 2006") to allot equity securities (as defined in Section 560 of the CA 2006) for cash pursuant to the authority conferred on them by that Resolution and to allot equity securities as defined in Section 560(3) of the CA 2006 and/or to sell Ordinary shares held by the Company as treasury shares for cash, in either case as if Section 561 of the CA 2006 did not apply to such allotment or sale, provided that this authority shall be limited:*
- (i) to the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:*
 - I. holders of Ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and*
 - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;*
- and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical*

- problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and*
- (ii) to the allotment of equity securities (in each case otherwise than under (i) above) up to a maximum nominal amount of £993,139; and*
- (iii) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (i) or paragraph (ii) 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 (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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;*
- b. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or, if earlier, at the close of business on 30th June 2025;*
- c. all previous unutilised authorities under Sections 570 and 573 of the CA 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to Section 570(4) of the CA 2006 by reason of any offer or agreement made prior to the date of this Resolution that would or might require equity securities to be allotted on or after that date); and*
- d. the Company may, before this authority expires, make an offer or agreement that would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this authority had not expired.*

Special Resolution 20

That, in accordance with the Companies Act 2006 (“CA 2006”), the Company be and is hereby unconditionally and generally authorised to make market purchases (as defined in Section 693 of the CA 2006) 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 shares that may be purchased under this authority is 7,377,604;*
- b. the minimum price (excluding expenses) that may be paid for each share purchased under this authority is 2612/13p;*
- c. the maximum price (excluding expenses) that may be paid for a share purchased under this authority shall not be more than the higher of an amount equal to:*
- (i) 5% above the average of the middle market quotations of 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 a share is contracted to be purchased; and*
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the market where the purchase is carried out;*
- d. this authority shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution, or at close of business on 30th June 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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Company Secretary

15 May 2024