

Spirax Group plc

Company No:
00596337

Passed:
14 May 2025

The Companies Act 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 14 May 2025 the following resolutions were duly passed:

Ordinary Resolution

Resolution 3 – Non-executive director fees

To approve an increase in the maximum aggregate amount of fees payable to the Chair and other non-executive directors of the Company under Article 59 of the Company's Articles of Association from £750,000 to £1,200,000 with immediate effect and to ratify and approve the decisions of the current and former directors of the Company to pay fees to the Chair and other non-executive directors as set out in the Annual Report on Remuneration for the year ended 31 December 2024, notwithstanding that the amount of such fees exceeded the limit provided for in Article 59.

Special Resolutions

Resolution 20 - Disapply Pre-emption Rights (General authority)

THAT, subject to the passing of Resolution 19, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that Resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

- a. the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 19(b), by way of a pre-emptive offer (as defined in Resolution 19) only):
 - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - ii. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
- b. the allotment of equity securities or sale of treasury shares for cash (otherwise than pursuant to paragraph (a) of this Resolution) up to an aggregate nominal value of £1,986,278, being not more than 10% of the issued ordinary share capital of the Company as at 26 March 2025, being the latest practicable date prior to the publication of this notice; and

- c. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) or (b) of this Resolution) for cash up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b), 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 published by the Pre-Emption Group in 2022.

The authority granted by this Resolution will expire at the conclusion of the Company's next AGM after the passing of this Resolution or, if earlier, at the close of business on 30 June 2026, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 21 - Disapply Pre-emption Rights (Additional authority)

THAT, subject to the passing of Resolution 19, the Directors be authorised, in addition to any authority granted under Resolution 20, to allot equity securities (as defined in section 560 of the Act) and/or 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 such authority shall be limited to:

- a. the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,986,278, being not more than 10% of issued ordinary share capital (excluding treasury shares) of the Company as at 26 March 2025, being the latest practicable date prior to the publication of this notice, to be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in 2022; and
- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) 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 published by the Pre-Emption Group in 2022.

The authority granted by this Resolution will expire at the conclusion of the Company's next AGM after this Resolution is passed or, if earlier, at the close of business on 30 June 2026, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Resolution 22 – Purchase Own Shares

THAT, in accordance with the Act, the Company be and is hereby unconditionally and generally authorised to make one or more 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:

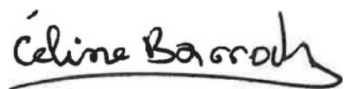
- a. the maximum number of shares that may be purchased under this authority is 7,377,604 (representing 10% of the ordinary shares remaining in issue as at 26 March 2025, being the latest practicable date prior to the publication of this notice);
- b. the minimum price (excluding expenses) that may be paid for each share purchased under this authority shall be the nominal value of that ordinary share;
- c. the maximum price (excluding expenses) that may be paid for a share purchased under this authority shall be equal to the higher of:
 - i. 105% of the average of the middle market prices shown in the quotations in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time that the purchase is carried out;

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 30 June 2026, whichever is earlier, unless such authority is varied, revoked or renewed prior to such time;

- d. save that 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 as if the authority conferred by this Resolution had not expired; and
- e. 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.

Resolution 23 – Notice period for general meetings

THAT the Directors be authorised to call general meetings of the Company (other than an annual general meeting) on not less than 14 clear days' notice, such authority to expire at the conclusion of the next AGM of the Company, or at the close of business on 30 June 2026, whichever is earlier.



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Celine Barroche, Company Secretary

15 May 2024