# Company number: 08568957

**THE COMPANIES ACT 2006 (the “Act”)**

**A PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF**

**JUST GROUP PLC**

At the Annual General Meeting of Just Group plc (the “Company”) duly convened and held at 10:00am on Thursday 8 May 2025 at 1 Angel Lane, London EC4R 3AB, the following special business resolutions were duly passed. Resolutions 14, 18 and 21 were passed as ordinary resolutions, and resolutions 15 to 17, 19 and 20 were passed as special resolutions.

**ORDINARY RESOLUTION**

**Resolution 14: Authority to allot shares**

THAT, in substitution for all existing unexercised authorities and in addition to any authority conferred by Resolution 18, the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company:

1. up to an aggregate nominal amount of £34,623,431, (such amount to be reduced by the aggregate nominal amount allotted or granted under Resolution 14(b) in excess of, £34,623,431); and
2. comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £69,246,862 (such amount to be reduced by the aggregate nominal amount allotted or granted under Resolution 14(a)) in connection with an offer by way of a rights issue:
3. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
4. to holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company 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, or the requirements of any relevant regulatory body or stock exchange territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked) at the conclusion of the Company’s next AGM or, if earlier, at the close of business on 30 June 2026, but, in each case, so that the Company may make offers and enter into agreements before the authorities expire which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of these authorities and the Directors of the Company may allot shares or grant rights to subscribe for or convert any security into shares under any such offer or agreement as if such authorities had not expired.

**SPECIAL RESOLUTIONS**

**Resolution 15: Disapplication of pre-emption rights**

THAT, if Resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) (the “Act”) for cash under the authority given by that Resolution and/or to 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, such authority to be limited to:

1. the allotment of equity securities and/or the sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under Resolution 14(b), such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

(i) holders of ordinary shares in proportion (or as nearly may be practicable) to their existing holdings; and;

(ii) holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors of the Company consider otherwise necessary, and so that the Directors may impose any limits or restrictions and make 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, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter.

1. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £10,387,029; and
2. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) 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 (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the

Company determines to be of a kind contemplated by paragraph 3 of section 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,

such authority to expire at the end of the next AGM of the Company, or, if earlier, at the close of business on 30 June 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

**Resolution 16: Additional power to disapply pre-emption rights**

THAT if Resolution 14 is passed, the Board be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the Companies Act 2006) (the “Act”) for cash under the authority given by that Resolution and/or to 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, such authority shall be limited to:

1. the allotment of equity securities or sale of treasury shares up to a nominal amount of £10,387,029, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines 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; and
2. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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 (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of section 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,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 June 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

**Resolution 17: Purchase of own shares**

THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of 10 pence each in the capital of the Company, subject to the following conditions:

1. the maximum aggregate number of ordinary shares authorised to be purchased is 103,870,293;
2. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence;
3. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
4. an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
5. an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
6. this authority shall expire at the conclusion of the Company’s next AGM or, if earlier, at the close of business on 30 June 2026; and
7. the Company may make a contract to purchase ordinary shares under this authority before the expiry of this authority 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 any such contract.

**ORDINARY RESOLUTION**

**Resolution 18: Authority to allot shares in relation to contingent convertible securities**

THAT, in addition to the authority granted under Resolution 14, the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the “Act”) 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:

1. up to up to an aggregate nominal amount of £50,000,000 in relation to any issue(s) by the Company or any subsidiary undertaking of the Company of contingent convertible securities (being securities that automatically convert into or are exchanged for, or are required mandatorily to be converted into or exchanged for, ordinary shares in the Company in prescribed circumstances) where the Directors of the Company consider that such issuance(s) of contingent convertible securities would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company or any subsidiary undertaking of the Company from time to time; and
2. subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) and otherwise on terms as may be determined by the Directors of the Company from time to time.

Unless previously renewed, revoked or varied, the authority conferred by this Resolution shall apply in addition to all other authorities under section 551 of the Act until the conclusion of the Company’s next AGM (or, if earlier, at the close of business on 30 June 2026) provided that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority expires and the Directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

**Resolution 19: Disapplication of pre-emption rights in relation to contingent convertible securities**

THAT, subject to and conditional on the passing of Resolution 18 and in addition to the authorities granted under Resolutions 15 and 16, the Directors of the Company be given the power, pursuant to section 570 of the Companies Act 2006 (the “Act”), to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 18, as if section 561 of the Act did not apply to such allotment.

Unless previously renewed, revoked or varied, the power conferred by this Resolution shall apply until the conclusion of the Company’s next AGM (or, if earlier, at the close of business on 30 June 2026) provided that the Directors of the Company may enter into agreements before this authority expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred by this authority had not expired.

**Resolution 20: Notice for General Meetings**

THAT a General Meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days’ notice.

### ORDINARY RESOLUTION

### Resolution 21: Just Group plc Share Incentive Plan

THAT the trust deed and rules of the Just Group plc Share Incentive Plan (the “SIP”), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 3 to this Notice, be approved and the Directors be authorised to:

1. do all such acts and things necessary to establish and give effect to the SIP;
2. be authorised to do all such other acts and things as they may consider appropriate to bring the SIP into effect; and
3. establish schedules to, or further incentive plans based on, the SIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any awards made under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the SIP.

Simon Watson

Group Company Secretary

8 May 2025