**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**BRIDGEPOINT GROUP PLC**

**(Company Number: 11443992)**

**Passed on Thursday 15 May 2025**

At the Annual General Meeting of the Company duly convened and held at 5 Marble Arch, London, W1H 7EJ on 15 May 2025 at 11:30 a.m. the following resolutions were duly passed:

**Ordinary Resolutions**

**Resolution 3**

To approve the Directors’ Remuneration Policy as set out on pages 92 to 99 of the Company’s 2024 Annual Report.

**Resolution 14**

That, in accordance with section 551 of the Companies Act 2006 (the “Act”), the Directors be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or convert any security into shares:

1. up to an aggregate nominal amount of £13,732; and
2. in addition, up to an aggregate nominal amount of £27,464 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) of this resolution) in connection with a fully pre-emptive offer:
3. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
4. to holders of other equity securities as required by the rights of those securities or, subject to such rights, 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 any other matter, such authorities to expire at the conclusion of the Company’s next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such authorities, make offers or agreements which would or might require shares to be allotted or rights to be granted after expiry of these authorities and so that the Directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding that the authorities conferred by this resolution have expired.

**Special Resolutions**

**Resolution 15**

That, subject to resolution 14 being passed, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be limited:

1. to the allotment of equity securities and sale of treasury shares in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted under paragraph (b) of resolution 14, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):
2. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
3. to holders of other equity securities as required by the rights of those securities or, subject to such rights, 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 any other matter;
4. to the allotment (otherwise than in the circumstances set out in paragraph (a) of this resolution 15) of equity securities pursuant to the authority granted by paragraph (a) of resolution 14 or sale of treasury shares up to an aggregate nominal amount of £4,119; and
5. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this resolution 15) 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 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,

such power to expire at the conclusion of the Company’s next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 15 have expired.

**Resolution 16**

That, subject to resolution 14 being passed and in addition to any power granted under resolution 15, in accordance with sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities granted by resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Act did not apply to any such allotment or sale, provided that such power shall be:

1. limited to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 14 or sale of treasury shares up to an aggregate nominal value of £4,119, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Directors determine to be an acquisition or other 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. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 16) 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 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,

such power to expire at the conclusion of the Company’s next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026 but, in each case, so that the Company may, before the expiry of such powers, make offers or agreements which would or might require equity securities to be allotted or rights to be granted or treasury shares to be sold after expiry of these powers and so that the Directors may allot equity securities or grant rights or sell treasury shares in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution 16 have expired.

**Resolution 17**

That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company pursuant to section 701 of the Act provided that:

1. the maximum aggregate number of ordinary shares authorised to be purchased is 82,393,098;
2. the minimum price which may be paid for an ordinary share is the nominal value of an ordinary share at the time of such purchase;
3. the maximum price which may be paid for an ordinary share (exclusive of expenses) is not more than the higher of:
4. 105 per cent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange plc’s Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and
5. the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time;
6. this authority shall expire at the conclusion of the Company’s next Annual General Meeting after this resolution is passed or, if earlier, at the close of business on 31 July 2026; and
7. the Company may make a contract of purchase of ordinary shares under this authority which would or might 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.

**Resolution 18**

That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days’ notice.



**David Plant**

**Group Company Secretary**

**Bridgepoint Group plc**