THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

BRIDGEPOINT GROUP PLC

(Company Number: 11443992)

Passed on Tuesday 12 May 2026

At the Annual General Meeting of the Company duly convened and held at 5 Marble Arch, London, W1H 7EJ on 12 May 2026 at 1:00 p.m. the following resolutions were duly passed:

Ordinary Resolutions

Resolution 3

To appoint KPMG LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting of the Company at which accounts are laid.

Resolution 15

To approve the amendments to the rules of the Bridgepoint Group plc Long-Term Incentive Plan (the "LTIP"), the principal terms of which are summarised on page 7 and a copy of which shall be produced to the meeting and signed by the Chair for the purposes of identification, and to authorise the Board to:

(a) do all things necessary to bring the amendments to the LTIP into effect, including making such modifications as the Board considers appropriate to take account of the requirements of the UK Listing Rules and best practice; and

(b) establish further plans based on the amended LTIP but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue of Company shares or treasury shares made available under such further plans are treated as counting against the plan limits in the LTIP.

Resolution 16

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:

(a) up to an aggregate nominal amount of £14,611; and

(b) in addition, up to an aggregate nominal amount of £29,222 (such amount to be reduced by the aggregate nominal amount of any allotments or grants made under paragraph (a) of this resolution 16) in connection with a fully pre-emptive offer:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and

(ii) 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 16 is passed or, if earlier, at the close of business on 31 July 2027 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 17

That, subject to resolution 16 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 16 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:

(a) 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 16, such power shall be limited to the allotment of equity securities in connection with a fully pre-emptive offer):

   (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

   (ii) 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;

(b) to the allotment (otherwise than in the circumstances set out in paragraph (a) of this resolution 17) of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 or sale of treasury shares up to an aggregate nominal amount of £4,383; and

(c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) of this resolution 17) 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 17 is passed or, if earlier, at the close of business on 31 July 2027 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 17 have expired.

Resolution 18

That, subject to resolution 16 being passed and in addition to any power granted under resolution 17, 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 16 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:

(a) limited to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 16 or sale of treasury shares up to an aggregate nominal value of £4,383 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

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 18) 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 18 is passed or, if earlier, at the close of business on 31 July 2027 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 18 have expired.

Resolution 19

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:

(a) the maximum aggregate number of ordinary shares authorised to be purchased is 87,667,181;

(b) 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;

(c) the maximum price which may be paid for an ordinary share (exclusive of expenses) is not more than the higher of:

   (i) 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

   (ii) 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;

(d) this authority shall expire at the conclusion of the Company's next annual general meeting after this resolution 19 is passed or, if earlier, at the close of business on 31 July 2027; and

(e) 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 20

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