

**No: 14739556**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**BREEDON GROUP plc**

**(Passed on 29 April 2026)**

At the General Meeting of Breedon Group plc (the **Company**) duly convened and held on 29 April 2026 at 2.00pm at Pinnacle House, Breedon Quarry, Breedon on the Hill, DE73 8AP, the following resolutions were passed as ordinary and special resolutions:

**ORDINARY RESOLUTIONS**

**Directors' Authority to Allot Shares**

14. That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company:
- (a) up to a nominal amount of £1,155,587.95; and
  - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £1,155,587.95 in connection with a fully pre-emptive offer to:
    - (i) holders of ordinary shares in proportion (as nearly as 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 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.

The authorities conferred on the Directors to allot securities under paragraphs (a) and (b) shall, unless renewed, varied or revoked by the Company at a general meeting, expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at 6.00pm on 28 July 2027, whichever is sooner. The Company may, before such expiry, make an offer or enter into an agreement which would or might require such securities to be allotted after such expiry and the Directors may allot such securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

## **SPECIAL RESOLUTIONS**

### **Disapplication of Pre-emption Rights (General)**

15. That, subject to the passing of Resolution 14, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the 'Act')) for cash pursuant to the general authority granted by Resolution 14 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 that allotment or sale. This power is limited to:
- (a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above, by way of a fully pre-emptive offer only) to:
    - (i) ordinary shareholders in proportion (as nearly as 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 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) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £346,676.38; and
  - (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or (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 Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022;

such authorities to expire (unless previously renewed, varied or revoked by the Company at a general meeting) at the conclusion of the Company's annual general meeting to be held in 2027 or at 6.00pm on 28 July 2027, whichever is sooner. The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

### **Disapplication of Pre-emption Rights (Acquisition or Capital Investment)**

16. That, subject to the passing of Resolution 14, the Directors be authorised in addition to any authority granted under Resolution 15, to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the 'Act')) for cash under the authority given by Resolution 14 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, provided that such power be:

**Notice period for general meetings, other than an annual general meeting**

18. That, as permitted by section 307A of the Companies Act 2006, a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.



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**James Atherton-Ham**  
**Company Secretary**

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £346,676.38, 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 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 in November 2022; and
- (b) limited to 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 Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022,

such authorities to expire (unless previously renewed, varied or revoked by the Company at a general meeting) at the conclusion of the Company's annual general meeting to be held in 2027 or at 6.00pm on 28 July 2027, whichever is sooner. The Company may, before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

#### **Purchase of own Shares**

17. That the Company be and is hereby unconditionally and generally authorised for the purpose of section 701 of the Companies Act 2006 (the 'Act') to make 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 ordinary shares which may be purchased is 34,667,638;
  - (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;
  - (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105% of the average middle market quotations for an ordinary share, 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 purchased; and (ii) 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 as derived from the London Stock Exchange Trading System;
  - (d) this authority shall expire (unless previously renewed, varied or revoked) at the conclusion of the Company's annual general meeting to be held in 2027 or at 6.00pm on 28 July 2027, whichever is sooner; and
  - (e) the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.