

The following resolutions submitted to the Annual General Meeting (AGM) held on 24 June 2024 were passed:

ORDINARY RESOLUTIONS

RESOLUTION 1

To receive the annual report and accounts for the financial year ended 31 December 2023.

RESOLUTION 2

To approve the Directors' remuneration report for the financial year ended 31 December 2023, as set out on pages 89 to 101 of the annual report and accounts 2023.

RESOLUTION 3

To re-elect Sir Rohinton Kalifa, OBE as a director.

RESOLUTION 4

To re-elect Nandan Mer as a director.

RESOLUTION 5

To re-elect Darren Pope as a director.

RESOLUTION 6

To re-elect Anil Dua as a director.

RESOLUTION 7

To re-elect Victoria Hull as a director.

RESOLUTION 8

To re-elect Rohit Malhotra as a director.

RESOLUTION 9

To re-elect Habib Al Mulla as a director.

RESOLUTION 10

To re-elect Diane Radley as a director.

RESOLUTION 11

To re-elect Monique Shivanandan as a director.

RESOLUTION 12

To re-appoint KPMG LLP as auditors until the conclusion of the next annual general meeting at which the accounts are laid.

RESOLUTION 13

To authorise the audit committee for and on behalf of the board to determine the remuneration of the auditors.



RESOLUTION 14

That, in accordance with section 366 of the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:

- (a) make political donations to political parties and or independent election candidates, not exceeding £100,000 in total;
- (b) make political donations to political organisations other than political parties, not exceeding £100,000 in total; and
- (c) incur political expenditure not exceeding £100,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000 during the period beginning with the date of the passing of this resolution and ending at the close of business on 30 June 2025, or the conclusion of the next annual general meeting of the Company after the passing of this resolution, whichever is earlier.

For the purpose of this resolution the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

RESOLUTION 15

That

- (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company
 - (i) in accordance with article 6 of the Company’s articles of association, up to a maximum nominal amount of £17,758,286.4 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 7 of the Company’s articles of association) allotted under paragraph (ii) below in excess of £17,758,286.4); and
 - (ii) comprising equity securities (as defined in article 7 of the Company’s articles of association) up to a maximum nominal amount of £35,516,572.9 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 7 of the Company’s articles of association);
- (b) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or the close of business on 30 June 2025, whichever is earlier; and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

RESOLUTION 16

That

- (a) in accordance with article 7 of the Company's articles of association, the Directors be given power to allot equity securities for cash;
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 7 of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £2,663,743;
- (c) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025, whichever is earlier.

RESOLUTION 17

That

- (a) in addition to any authority granted under resolution 16, the Directors be given power
 - (i) subject to the passing of resolution 15, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
 - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash, in either case as if section 561 of that Act did not apply to the allotment or sale, but this power shall be
 - (A) limited to the allotment of equity securities up to a maximum nominal amount of £2,663,743; and
 - (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the board of the Company determines 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;
- (b) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or at the close of business on 30 June 2025, whichever is earlier; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.



RESOLUTION 18

That, in accordance with section 701 of the Companies Act 2006 (the 'Act'), the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 693 of the Act) of ordinary shares in the capital of the Company ('Ordinary Shares') on such terms and in such manner as the Directors of the Company may determine provided that

- (i) the maximum number of Ordinary Shares that may be purchased under this authority is 53,274,859;
- (ii) the maximum price which may be paid for any Ordinary Share purchased under this authority (exclusive of expenses payable by the Company in connection with the purchase) shall not be more than the higher of
 - (A) an amount equal to 105% of the average of the middle market prices shown in the quotations for the Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased; and
 - (B) 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;
- (iii) the minimum price which may be paid shall be the nominal value of that Ordinary Share (exclusive of expenses payable by the Company in connection with the purchase);
- (iv) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, or at the close of business on 30 June 2025, whichever is earlier, unless renewed before that time; and
- (v) 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 any such contract.

RESOLUTION 19

That a general meeting (other than an annual general meeting) may be called on not less than 14 clear days' notice.



Jaishree Razzaq
Chief Risk Officer & Group Company Secretary
Network International Holdings Plc
24 June 2024