



The Companies Act 2006

Special Resolutions

of

Equals Group Plc (the Company)

(Registered in England and Wales with registered number 08922461)

At the General Meeting of the Company, duly convened and held on 8 January 2025, the following resolutions were passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

THAT:

- (1) for the purpose of giving effect to the scheme of arrangement dated 17 December 2024 (the "**Scheme**") between the Company and its Scheme Shareholders (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the chair of this meeting, in its original form or subject to any modification, addition or condition agreed by the Company and Alakazam Holdings BidCo Limited ("**BidCo**") and approved or imposed by the High Court of Justice in England and Wales, the directors of the Company (or a duly authorised committee of the directors) be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and
- (2) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new article 136:

136 SCHEME OF ARRANGEMENT

136. In this Article, the "Scheme" means the scheme of arrangement dated 17 December 2024 between the Company and the Scheme Shareholders (as defined in the Scheme) under Part 26 of the Companies Act 2006 in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice in England and Wales and agreed by the Company and Alakazam Holdings BidCo Limited ("**BidCo**") and (save as defined in this Article) expressions defined in the Scheme shall have the same meanings in this Article.
- 136.2 Notwithstanding any other provision of these Articles, if the Company issues or transfers out of treasury any shares (other than to BidCo, any member of the BidCo Group or BidCo's nominee(s)) after the adoption of this Article and before the Scheme Record Time, such shares shall be issued or transferred subject to the terms of the Scheme (and shall be "**Scheme Shares**" for the purposes of the Scheme) and the holders of such shares shall be bound by the Scheme accordingly.
- 136.3 Notwithstanding any other provision of these Articles and subject to the Scheme becoming effective, if any shares are issued or transferred out of treasury to any person (a "**New Member**") (other than under the Scheme or to BidCo any member of the BidCo Group or BidCo's nominee(s)) at or after the Scheme Record Time (the "**Post-Scheme Shares**"), they shall be immediately transferred to BidCo (or as it may direct) in consideration of the payment by or on behalf of BidCo to the New Member of an amount in cash for each Post-Scheme Share equal to the cash consideration per Scheme Share payable pursuant to the Scheme which, for the avoidance of doubt, shall not include any amount equal to the Special Dividend per share in the Company, provided that any New Member may, prior to the issue or transfer of any Post-Scheme Shares to such New

Member pursuant to the exercise of an option or satisfaction of an award under any of the Equals Share Plans, give not less than five business days' written notice to the Company in such manner as the Equals Directors shall prescribe of their intention to transfer some or all of such Post-Scheme Shares to their spouse or civil partner. Any such New Member may, if such notice has been validly given, on such Post-Scheme Shares being issued to such New Member, immediately transfer to their spouse or civil partner any such Post-Scheme Shares, provided that such Post-Scheme Shares shall then be immediately transferred from that spouse or civil partner to BidCo (or as it may direct) pursuant to this Article as if the spouse or civil partner were a New Member. Where a transfer of Post-Scheme Shares to a New Member's spouse or civil partner takes place in accordance with this Article, references to "New Member" in this Article shall be taken as referring to the spouse or civil partner of the New Member. If notice has been validly given pursuant to this Article but the New Member does not immediately transfer to their spouse or civil partner the Post-Scheme Shares in respect of which notice was given, such shares shall be transferred directly to BidCo (or as it may direct) pursuant to this Article.

- 136.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) effected after the Effective Time, the value of the cash payment per share to be paid under paragraph (C) of this Article may be adjusted by the Directors in such manner as the auditors of the Company or an investment bank selected by the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to shares or Post-Scheme Shares shall, following such adjustment, be construed accordingly.
- 136.5 To give effect to any transfer of Post-Scheme Shares, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to BidCo or its nominee(s) and do all such other things and execute and deliver all such documents (whether as a deed or otherwise) as may in the opinion of the attorney and/or agent be necessary or desirable to vest the Post-Scheme Shares in BidCo or its nominee(s) and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as BidCo may direct. If an attorney and/or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney and/or agent fails to act in accordance with the directions of BidCo) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed by BidCo. The attorney and/or agent shall be empowered to execute and deliver as transferor a form or forms of transfer or other instrument(s) or instruction(s) of transfer (whether as a deed or otherwise) on behalf of the New Member in favour of BidCo and/or its nominee(s) and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register BidCo and/or its nominee(s) as holder of the Post-Scheme Shares and issue to it certificates for them. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. BidCo shall settle the consideration due to the New Member by sending a cheque in sterling drawn on a UK clearing bank in favour of the New Member for the consideration for such Post-Scheme Shares to the New Member within 14 days of the issue or transfer of the Post-Scheme Shares to the New Member.
- 136.6 Notwithstanding any other provision of these Articles, neither the Company nor the directors shall register the transfer of any Scheme Shares between the Scheme Record Time and the Effective Time.



Name: ALAN HUGHES

Title: Director of Equals Group Plc