

Jersey Company No: 154528

PUBLIC COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

of

ROSEBANK INDUSTRIES PLC

("Company")

PASSED ON 7 MAY 2026

At the Annual General Meeting of the Company, duly convened and held on Thursday 7 May 2026 at 11:00 a.m. at the offices of Investec Bank plc, 30 Gresham Street, London, EC2V 7QP, the following Ordinary and Special resolutions were duly passed.

ORDINARY RESOLUTION

Directors' authority to allot shares

11. That the Directors be and are generally and unconditionally authorised in accordance with Article 6.3 of the Articles of Association of the Company (the "Articles") to exercise all or any of the powers of the Company to allot, issue, convert any security into, grant options over or otherwise dispose of ordinary shares of no par value in the capital of the Company ("Ordinary Shares") in respect of:

- a) up to an aggregate number of Ordinary Shares as represents 33.3% (one-third) of the issued ordinary share capital of the Company as at 26 March 2026 (being the latest practicable business day prior to the publication of this Notice); and
- b) up to an aggregate number of Ordinary Shares as represents 66.6% (two-thirds) of the issued ordinary share capital of the Company as at 26 March 2026 (being the latest practicable business day prior to the publication of this Notice) (such amount to be reduced by the aggregate number of allotments or grants made under paragraph 11(a) above) 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 Equity Securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory

or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2027 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Ordinary Shares to be allotted or otherwise disposed of, or grants of options over Ordinary Shares to be made or securities to be converted into Ordinary Shares, after the authority ends and the Directors may allot or otherwise dispose of Ordinary Shares, or grant options over Ordinary Shares or convert securities into Ordinary Shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTIONS

Limited disapplication of pre-emption rights

12. That, conditional upon the passing of Resolution 11, the Directors of the Company be and are empowered pursuant to Article 6.3 of the Articles to allot Equity Securities for cash or sell treasury shares for cash as if Article 7.1 (Pre-emptive Rights) of the Articles did not apply to such allotment or sale, such power to be limited to:

- a) the allotment of Equity Securities or 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 11(b) of Resolution 11, such power shall be limited to the allotment of Equity Securities in connection with a fully pre-emptive offer only):
 - 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 Equity Securities or, subject to such rights, as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange;
- b) the allotment of Equity Securities or sale of treasury shares (otherwise than in the circumstances set out in paragraph 12(a) of this Resolution 12) pursuant to the authority granted by paragraph 11(a) of Resolution 11 up to an aggregate number of Equity Securities as represents 10% of the issued ordinary share capital of the Company as at 26 March 2026 (being the latest practicable business day prior to the publication of this Notice); and
- c) the allotment of Equity Securities or sale of treasury shares (otherwise than in the circumstances set out in paragraphs 12(a) or 12(b) of this Resolution 12) up to an aggregate number equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 12(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 most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that (unless previously revoked, varied or renewed), such authorities shall apply until the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2027 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

13. That, conditional upon the passing of Resolution 11, in addition to any authority granted under Resolution 12, the Directors of the Company be and are empowered pursuant to Article 6.3 of the Articles to allot Equity Securities for cash or sell treasury shares for cash as if Article 7.1 (Pre-emptive Rights) of the Articles did not apply to such allotment or sale, such power to be limited to:

- a) the allotment of Equity Securities or sale of treasury shares pursuant to the authority granted by paragraph (a) of Resolution 11 up to an aggregate number of Equity Securities as represents 10% of the issued ordinary share capital of the Company as at 26 March 2026 (being the latest practicable business day prior to the publication of this Notice), provided that the authority conferred by this paragraph 13(a) of this Resolution 13 is used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the board of Directors 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 the Notice in respect of this Resolution 13; and
- b) the allotment of Equity Securities or sale of treasury shares (otherwise than in the circumstances set out in paragraph 13(a) of this Resolution 13) up to an aggregate number equal to 20% of any allotment of Equity Securities or sale of treasury shares from time to time under paragraph 13(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 most recently published by the Pre-Emption Group prior to the date of this Notice,

provided that (unless previously revoked, varied or renewed), such authorities shall apply until the earlier of 15 months from the date this resolution is passed and the conclusion of the Annual General Meeting of the Company to be held in 2027 but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require Equity Securities to be allotted (and treasury shares to be sold) after the authority ends and the Directors may allot Equity Securities (and sell treasury shares) under any such offer or agreement as if the authority had not ended.

Authority to purchase own shares

14. That the Directors be and are authorised pursuant to Article 57 of the Companies (Jersey) Law 1991, as amended, to make market purchases of Ordinary Shares, subject to the following conditions:

- a) the maximum number of Ordinary Shares authorised to be purchased may not be more than 14.99% of the issued share capital of the Company as at 26 March 2026 (being the latest practicable business day prior to the publication of this Notice);
- b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.001; and the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall not exceed:
 - i. an amount equal to 105% of the average middle market quotation for Ordinary Shares taken from the London Stock Exchange plc Daily Official List for five business days immediately preceding the date on which such shares are to be contracted to be purchased; and
 - ii. the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange plc Daily Official List at the time,

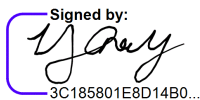
provided that (unless previously revoked, varied or renewed) such authorities shall apply until the earlier of the end of the next annual general meeting of the Company after the passing of this Resolution and 15 months from the date this resolution is passed save that the Company may enter into a contract to purchase Ordinary Shares before this authority expires under which such purchase will or may be contemplated or executed wholly or partly after this authority expires and may make a purchase of shares pursuant to any such contract as if this authority had not expired.

For the purposes of these Resolutions, the expression "Equity Securities" has the meaning given to it in the Articles.

Purchase of own incentive shares

15. That, pursuant to Article 57 of the Companies (Jersey) Law 1991, as amended:

- a) the proposed purchase from time to time by the Company of any number of issued Series A Incentive Shares of no par value in the capital of the Company for nil consideration be and is hereby sanctioned; and
- b) the contract pursuant to which such proposed purchase is to be made, being in the form attached to this Notice (the "Repurchase Contract"), be and is hereby approved, and the Directors be and are hereby unconditionally authorised to complete, deliver and perform from time to time such Repurchase Contract as may be required.

Signed by:

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Tegan Creedy

Company Secretary