

Company Number: 124842

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS OF

PORTMEIRION GROUP PLC



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26/05/2022

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COMPANIES HOUSE

THURSDAY

At the Annual General Meeting of the above named Company duly convened and held at London Road, Stoke-on-Trent, ST4 7QQ, on 19 May 2022 at 12.30 p.m. the following resolutions were duly passed as to resolution numbers 16, 17 and 18 as Special Resolutions and the remainder proposed as ordinary resolutions.

ORDINARY RESOLUTION

15. That, in substitution for all existing authorities and pursuant to section 551 of the Companies Act 2006 (the "Act"), the Directors be generally and are unconditionally authorised to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

- a) up to a maximum aggregate nominal amount of £233,090 and in addition;
- b) up to a further aggregate nominal amount of £233,090 provided that they comprise equity securities (as defined in section 560 of the Act) in connection with an offer of such securities by way of a rights issue to holders of ordinary shares on the register on a record date fixed by the Directors in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares and to the holders of other equity securities as required by the rights of those securities or 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, legal or practical problems arising in or under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever,

during the period from the date of the passing of this resolution up to the conclusion of the next Annual General Meeting of the Company (to be held in 2023) or 30 June 2023, whichever is the earlier, on which date the authority will expire (unless previously renewed, varied or revoked by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares and grant rights in pursuance of any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

16. That, subject to the passing of resolution 15 in the Notice of this Annual General Meeting and in substitution for all existing unexercised powers, the Directors be hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to make allotments of equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred on them by resolution 15 in the

Notice of this Annual General Meeting or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power be limited:

- a) to the allotment of equity securities where such equity securities have been offered to the holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, 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, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- b) to the allotment otherwise than pursuant to sub-paragraph (a) above of equity securities up to an aggregate nominal amount of £69,927,

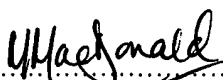
and that this power shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2023) or on 30 June 2023, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may, notwithstanding such expiry, allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 17. That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 5p each in the capital of the Company ("Ordinary Shares") provided that:
 - a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 1,398,544;
 - b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 5p per share;
 - c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be the higher of (i) 5 per cent. above the average of the middle market quotations for an Ordinary Share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is contracted to be purchased and (ii) 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;
 - d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company (to be held in 2023) or on 30 June 2023, whichever is the earlier; and
 - e) the Company may enter into a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may, notwithstanding such expiry, make a purchase of Ordinary Shares in pursuance of any such contracts as if the power conferred hereby had not expired.
- 18. That the draft articles of association in the form produced to the Meeting and initialled by the Chair of the Meeting for the purpose of identification be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association of the Company.

ORDINARY RESOLUTIONS

19. That the rules of the Portmeirion Group 2022 Unapproved Share Option Plan (the "2022 Unapproved Plan"), a copy of the draft rules of which has been produced to the Annual General Meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix II to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to:
- i. make such modifications to the 2022 Unapproved Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2022 Unapproved Plan and to adopt the 2022 Unapproved Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the 2022 Unapproved Plan; and
 - ii. adopt schedules to, or establish further plans based on the 2022 Unapproved Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schedules or plans are treated as counting against the limits on individual and overall participation in the 2022 Unapproved Plan.
20. That the rules of the Portmeirion Group 2022 Approved Share Option Plan (the "2022 Approved Plan"), a copy of the draft rules of which has been produced to the Annual General Meeting and initialled by the Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix II to the Notice of Annual General Meeting, be and are hereby approved and the Directors be authorised to make such modifications to the 2022 Approved Plan as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2022 Approved Plan and to adopt the 2022 Approved Plan as so modified and to do all such other acts and things as they may consider appropriate to implement the 2022 Approved Plan.

Signed:


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Moira MacDonald
Group Company Secretary