

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**VOLEX PLC**

**(Passed 19 August 2022)**

At the ANNUAL GENERAL MEETING of the above-named Company, duly convened and held at the offices of GTK (UK) Ltd., Antura, Unit C2, Bond Close, Basingstoke, Hampshire, RG24 8PZ at 4.00 p.m. on Friday 19 August 2022, the following resolutions were passed as ordinary and special resolutions.

**ORDINARY RESOLUTIONS**

8. To authorise the Directors, in accordance with the Articles of Association of the Company, to offer the holders of ordinary shares in the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new ordinary shares (credited as fully paid) instead of cash, in respect of all or part of any dividend which may be declared or paid in the period between the date of passing of this Resolution and the conclusion of the Annual General Meeting of the Company to be held in 2025.
9. Subject to the passing of Resolution 8, to authorise the Directors, in accordance with the Articles of Association of the Company, to capitalise the appropriate nominal amounts of new shares of the Company allotted pursuant to the Company's Scrip Dividend Scheme out of the sums standing to the credit of any reserve or account of the Company.
10. To generally and unconditionally authorise the Directors, pursuant to section 551 of the Companies Act 2006 (the '**2006 Act**'), to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
  - (a) up to an aggregate nominal amount of £13,226,559; and
  - (b) comprising equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £13,226,559 in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be practicable) to the respective number of equity securities held by them, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise,

such authorities to expire on the conclusion of the Annual General Meeting of the Company to be held in 2023 or at 6.00 p.m. on 19 November 2023, whichever is earlier, but so 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 securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

#### **SPECIAL RESOLUTIONS**

11. Subject to the passing of Resolution 10, to empower the Directors, pursuant to section 570 of the Companies Act 2006 (the '**2006 Act**'), to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority conferred by Resolution 10, and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (i) the allotment of equity securities and sale of treasury shares in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 10 by way of rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
- (ii) the allotment, otherwise than pursuant to sub-paragraph (i) above, of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,983,983,

such authority to expire on the conclusion of the Annual General Meeting of the Company to be held in 2023, or at 6.00 p.m. on 19 November 2023, whichever is earlier, but so that the Company may before such expiry make an offer or 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 such offer or agreement as if the power conferred by this resolution had not expired.

12. Subject to the passing of Resolution 10, to empower the Directors, pursuant to section 570 of the Companies Act 2006 ('**2006 Act**') and in addition to any authority granted under Resolution 11, to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority conferred by Resolution 10, and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,983,983; and

- (ii) 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,

such authority to expire on the conclusion of the Annual General Meeting of the Company to be held in 2023, or at 6.00 p.m. on 19 November 2023, whichever is earlier, but so that the Company may before such expiry make an offer or 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 such offer or agreement as if the power conferred by this resolution had not expired.

13. To generally and unconditionally authorise the Company, pursuant to section 701 of the Companies Act 2006 (the '**2006 Act**'), to make market purchases (as defined in section 693 of the 2006 Act) of up to 15,871,870 ordinary shares of 25p each in the capital of the Company ('**Ordinary Shares**') on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each Ordinary Share (exclusive of expenses) shall be not more than the higher of (i) 105% of the average of the middle market quotations for an Ordinary Share as derived from the AIM Appendix to the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made, or (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, or less than 25p per Ordinary Share, being the nominal amount thereof; and
- (b) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2023 or at 6.00 p.m. on 19 November 2023, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own Ordinary Shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own Ordinary Shares in pursuance of such contract as if the authority hereby conferred had not expired.



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Director