

Company No. 241882

Fuller, Smith & Turner P.L.C.

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

Passed: 20 July 2023

TUESDAY



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25/07/2023

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COMPANIES HOUSE

At the Annual General Meeting of shareholders held on Thursday 20 July 2023, the following Resolutions were duly passed (in the case of Resolutions 11, 12 and 13 as Special Resolutions).

Ordinary Resolutions

Resolution 10.

That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 and in substitution for any previous authority to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"), up to an aggregate nominal amount of £1,215,449.

This authority will expire at the conclusion of the next AGM or on 19 October 2024, whichever is earlier (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions

Resolution 11.

That subject to the passing of Resolution 10 above, the Directors be empowered pursuant to Section 570 of the Companies Act 2006 and in substitution for any previous authority to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 10 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, up to an aggregate nominal amount of £1,215,449 representing 4.79% of the total issued ordinary share capital of the Company.

This authority will expire at the next AGM or on 19 October 2024, whichever is earlier, but so that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 12.

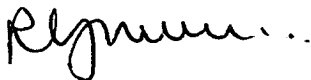
That the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares of 40 pence each, provided that:

- (i) the maximum number of 'A' ordinary shares that may be acquired under this authority is 3,883,397 'A' ordinary shares of 40 pence;
- (ii) the minimum price that may be paid for each 'A' ordinary share is 40 pence;

- (iii) the maximum price (excluding expenses) which may be paid for each 'A' ordinary share is 5% over the average middle market price of 'A' ordinary shares based on the London Stock Exchange Daily Official List for the five business days immediately preceding the purchase;
- (iv) the 'A' ordinary shares purchased under this authority may be held as treasury shares to be used in connection with, among other purposes, the Company's Long-Term Incentive Plan and/or other share option schemes; and
- (v) the authority will expire on the earlier of the date of the next AGM and 19 October 2024 except in relation to a purchase of shares contracted before expiry of the authority.

Resolution 13.

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

A handwritten signature in black ink, appearing to read 'R Spencer', followed by three dots.

Rachel Spencer
Company Secretary