

Company Number: 01547390

The Companies Act 2006

Company Limited by Shares

Ordinary and Special Resolutions

of

HORNBY PLC
("the Company")

(Passed on 13 September 2023)

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at the Company's registered office at Enterprise Road, Westwood Industrial Estate, Margate, Kent CT9 4JX on Wednesday 13 September 2023, the following resolutions were proposed and duly passed:

ORDINARY RESOLUTION

Directors' Authority to Allot Shares

10. That, in place of the equivalent authority given to the Directors at the last Annual General Meeting (but without prejudice to the continuing authority of the Directors to allot shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £565,613.05, provided that this authority shall expire on the earlier of 15 months from the date this resolution is passed and the conclusion of the Company's Annual General Meeting to be held in 2024, but so that the Company may, before the expiry of such period, 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 the expiry of such period and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Disapplication of Pre-emption Rights

11. That, if resolution 10 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:
- (a) allotments for rights issues and other pre-emptive issues;
 - (b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £169,853.77; and
 - (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of

treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a following-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 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;

such authority to expire on the earlier of 15 months from the date this resolution is passed and the conclusion of the Company's Annual General Meeting to be held in 2024 but, in each case, prior to its expiry 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 expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

12. That, if resolution 10 is passed, the Board be authorised in addition to any authority granted under resolution 10 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

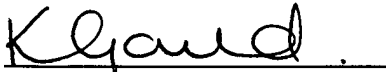
- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £169,853.77, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or a specified 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; and
- (b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to the nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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;

such authority to expire on the earlier of 15 months from the date this resolution is passed and the conclusion of the Company's Annual General Meeting to be held in 2024 save that, in each case, the Company may before such expiry 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 expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to Purchase Own Shares

13. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 1 pence each ("Ordinary Shares") on such terms as the Directors think fit, and where such Ordinary Shares are held in treasury, the Company may use them for the purposes set out in section 727 of the Act, including for the purpose of its employee share schemes, provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 16,985,377;
 - (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 1 pence;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

- (ii) the amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share, as derived from the London Stock Exchange trading service SETS;
- (d) the authority hereby conferred shall, unless previously revoked or varied, expire on 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 2024 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry).



K Gould
Company Secretary
13 September 2023