

No. 01954085

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

ARBUTHNOT BANKING GROUP PLC

PASSED ON 4 MAY 2023

At a General Meeting of Arbuthnot Banking Group PLC, duly convened and held at Arbuthnot House, 7 Wilson Street, London EC2M 2SN on Thursday 4 May 2023, the following resolutions were duly passed.

ORDINARY RESOLUTION

1. THAT the Directors be and are hereby generally and unconditionally authorised, in addition to any existing authorities, pursuant to and in accordance with section 551 of the Companies Act 2006 (the Companies Act) to exercise all the powers of the Company to allot up to 1,297,297 ordinary voting shares of one penny each in the capital of the Company (Ordinary Shares) in connection with the Fundraising, such authority to expire on 31 December 2023 (unless previously renewed, revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such authority, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted and the Directors may allot Ordinary Shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. THAT, subject to the passing of Resolution 1 above, in addition to any existing authorities the Directors be and are hereby empowered, pursuant to sections 570 to 573 of the Companies Act to allot Ordinary Shares for cash and to sell Ordinary Shares from treasury for cash pursuant to the authority referred to in Resolution 1 above as if section 561 of the Companies Act did not apply to any such allotment or sale, provided that this authority shall expire on 31 December 2023 (unless previously renewed, revoked or varied by the Company in general meeting), save that the Company may, at any time prior to the expiry of such power, make an offer or enter into an agreement which would or might require Ordinary Shares to be allotted or sold from treasury after the expiry of such power, and the Directors may allot Ordinary Shares or sell Ordinary Shares from treasury in pursuance of such an offer or agreement as if such power had not expired.

