

A04 *ACIF6E9S* 15/12/2023 #73
COMPANIES HOUSE

**THE COMPANIES ACT 2006 (the "Act")
COMPANY LIMITED BY SHARES**

**RESOLUTIONS OF HARGREAVES LANSDOWN PLC
("the Company")
PASSED ON EIGHTH DECEMBER 2023**

At the Annual General Meeting of the Company duly convened and held at The Bristol Hotel, Prince Street, Bristol BS1 4QF on Friday 8 December 2023 at 11,00am, the following Resolutions were passed as special business:

Special Resolutions:

RESOLUTION EIGHTEEN – AUTHORITY TO PURCHASE OWN SHARES

THAT the Company be and is hereby generally and unconditionally authorised for the purposes of 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 fully paid ordinary shares of 0.4 pence each in the capital of the Company provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 47,431,862;
- (b) the minimum price which may be paid for any such Ordinary Share is 0.4 pence per share (exclusive of expenses);
- (c) the maximum price which may be paid for an Ordinary Share shall be an amount equal to the higher of (1) 105 percent of the average of the market values for an Ordinary Share as derived from 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 (2) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venue where the purchase is carried out; and
- (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the next AGM of the Company, but 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 make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

RESOLUTION TWENTY - AUTHORITY TO DIS-APPLY STATUTORY PRE-EMPTION RIGHTS

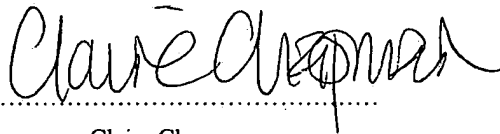
THAT, subject to the passing of resolution 19, the directors be and are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by resolution 19 above, and/or by way of a sale of treasury shares (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to the allotment provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with or pursuant to an offer of, or invitation to apply for, equity securities in favour of holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective number of ordinary shares held by them at the record date for such allotment but, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) the allotment, otherwise than pursuant to sub-paragraph (a) of this resolution, of equity securities up to an aggregate nominal amount of £94,863.72. provided that, unless previously renewed, revoked,

varied or extended, this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution, save that the Company may make an offer or agreement before this authority has expired which would or might require equity securities to be allotted after this authority has expired and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

RESOLUTION TWENTY ONE – TO APPROVE SHORT NOTICE FOR GENERAL MEETINGS

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, reading "Claire Chapman", written over a horizontal dotted line.

Claire Chapman
Group Company Secretary
On behalf of the Board
December 2023