

**Companies Acts 1985 to 2006**

**RESOLUTIONS OF**

**PRIMARY HEALTH PROPERTIES PLC**  
(the "**Company**")

FRIDAY



\*AB2XH6GJ\*

A04

29/04/2022

#159

COMPANIES HOUSE

At the Annual General Meeting of the Company held at the offices of CMS Cameron McKenna Nabarro Olswang LLP at Cannon Place, 78 Cannon Street, London EC4N 4AF on 27 April 2022 at 10:30 a.m the following resolutions were duly passed, resolution 14 as an ordinary resolution and resolutions 15 to 18 (inclusive) as special resolutions.

**ORDINARY RESOLUTION**

14. That the Directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") in substitution for all existing authorities:

(A) to exercise all the powers of the Company to allot shares and to make offers or agreements to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to an aggregate nominal amount of £55,537,008; and

(B) to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an additional aggregate nominal amount of £55,537,008 provided that this authority may only be used in connection with a rights issue in favour of holders of ordinary shares of 12.5 pence each in the capital of the Company and other persons entitled to participate therein, where the equity securities respectively attributable to the interests of all those persons at such record dates as the Directors may determine are proportionate (as nearly as may be) to the respective numbers of equity securities held or deemed to be held by them or are otherwise allotted in accordance with the rights attaching to such equity securities, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body or stock exchange by virtue of shares being represented by depositary receipts or any other matter whatsoever,

PROVIDED that the authorities in paragraphs (A) and (B) above shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, on the date which is 15 months after the date of the Annual General Meeting, but in each case, prior to its expiry, the Company may make offers and enter into agreements, which would, or might, require Relevant Securities or equity securities as the case may be to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Relevant Securities or equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority in question had not expired.

**SPECIAL RESOLUTIONS**

15. That subject to the passing of Resolution 14, the Directors be authorised, pursuant to sections 570 and 573 of the 2006 Act, to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by Resolution 14 and/or to sell ordinary shares of 12.5 pence each in the capital of the Company 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:

(A) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities made to

(but in the case of the authority conferred by Resolution 14(B), by way of a 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, if the Directors otherwise consider necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to an aggregate nominal amount of £8,330,551,

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or, if earlier, on the date which is 15 months after the date of the Annual General Meeting but in each case, prior to its expiry, the Company may make offers and enter into agreements, which would, or might, require Relevant Securities or equity securities as the case may be to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot Relevant Securities or equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if the authority in question had not expired.

16. That subject to the passing of Resolution 14, the directors be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in section 560 of the 2006 Act) for cash under the authority given by Resolution 14 and/or to sell ordinary shares of 12.5 pence each in the capital of the Company 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:

(A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £8,330,551; and

(B) 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 Directors determine 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 at the conclusion of the next annual general meeting of the Company (or, if earlier, on the date which is 15 months after the date of the Annual General Meeting) 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority in question had not expired.

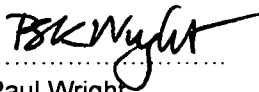
17. That the Company is authorised to call any general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice during the period beginning on the date of the passing of this Resolution 17 and ending on the conclusion of the next annual general meeting of the Company.

18. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) of ordinary shares of 12.5 pence each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the Directors may from time to time determine, provided that:

(A) the maximum aggregate number of Ordinary Shares that may be purchased is 133,228,819 (representing approximately 10 per cent of the issued ordinary share capital of the Company as at the date of this document);

- (B) the minimum price (excluding expenses payable by the Company) which may be paid for each Ordinary Share is 12.5 pence;
- (C) the maximum price (excluding expenses payable by the Company) which may be paid for each Ordinary Share is the higher of: i) an amount equal to 105 per cent. 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 prior to the day the purchase is made; and ii) an 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 System; and
- (D) this authority shall expire at the conclusion of the Company's next annual general meeting, save that the Company may, before the expiry of this authority, enter into a contract to purchase Ordinary Shares 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.

Certified a true copy



Paul Wright

**Company Secretary**

Primary Health Properties PLC