

COMPANIES ACT 2006

ORDINARY AND SPECIAL RESOLUTIONS OF ANPARIO PLC ("the Company")

Company number 03345857

At the Annual General Meeting ("AGM") of Anpario plc, duly convened and held at Unit 5 Manton Wood Enterprise Park 29 June 2023, the following resolutions were duly passed by the members:

ORDINARY RESOLUTION

Resolution 1

To receive the accounts for the year ended 31 December 2022, together with the reports of the Directors, the strategic report, and the report of the auditors thereon.

Resolution 2

To declare a final dividend for the year ended 31 December 2022 of 7.35p per Ordinary share payable on 28 July 2023 to shareholders on the register at close of business on 14 July 2023.

Resolution 3

To re-elect Richard Edwards as a Director, who retires by rotation.

Resolution 4

To re-elect Matthew Robinson as a Director, who retires by rotation.

Resolution 5

To re-appoint BDO LLP as auditors.

Resolution 6

To authorise the Directors to agree the auditors' remuneration.

Resolution 7

That, pursuant to Section 551 of the Companies Act 2006 ("Act"), the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £1,844,840 and
- (b) up to an additional aggregate nominal amount of £1,844,840 provided that such Rights are offered by way of a rights issue to holders of Ordinary shares in the capital of the Company ("Ordinary shares") on the register of members at such record date(s) as the Directors may determine, where the shares or equity securities respectively attributable to the interests of the holders of Ordinary shares are proportionate (as nearly as may be practicable) to the respective number of Ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

and provided that:

- i. such authority shall, unless revoked varied or renewed by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 29 September 2024, save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or Rights to be granted after this authority expires and the Directors may allot shares or grant such Rights pursuant to any such offer or agreement as if this authority had not expired; and
- ii. this resolution revokes and replaces all unexercised authorities previously granted in accordance with Section 551 of the Act to allot shares or grant Rights with immediate effect but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.



SPECIAL RESOLUTION

Resolution 8

Subject to the passing of resolution 7 and pursuant to Sections 570 and 573 of the Act, the Directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authorities granted by resolution 7 or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

- (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph 8(b) of resolution 7, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue):
 - i. to holders of Ordinary shares in proportion (as nearly as practicable) to the respective numbers of Ordinary shares held by them; and
 - ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange.

- (b) otherwise than pursuant to paragraph (a) of this resolution:
 - i. up to an aggregate nominal amount of £553,451 and
 - ii. up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to paragraph (b)(i) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be 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,

and provided that:

- i. this power shall, unless previously revoked varied or renewed by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 29 September 2024, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash (and/or treasury shares to be sold) after this power expires and the Directors may allot equity securities for cash (and/or sell treasury shares) pursuant to any such offer or agreement as if this power had not expired; and
- ii. this resolution revokes and replaces all unexercised powers previously granted to allot equity securities as if Section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Resolution 9

That, subject to the passing of resolution 7, the directors be and are generally empowered in addition to any authority granted under resolution 8 to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 7 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities or sale of treasury shares:

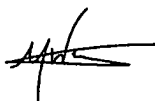
- (a) up to an aggregate nominal amount of £553,451 used only for the purposes of financing (or refinancing, if authority is to be used within 12 months after the original transaction) a transaction which the directors determine to be either an acquisition or specified capital investment of a kind contemplated 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) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time pursuant to paragraph (a), such authority to be used only for the purposes of making a follow-on offer which the directors determine 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,

and this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 29 September 2024 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted or treasury shares to be sold for cash after this power expires and the directors may allot equity securities or sell treasury shares for cash pursuant to any such offer or agreement as if this power had not expired.

Resolution 10

That, pursuant to Section 701 of the Act, the Company be and it is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of Ordinary shares of 23p each in the capital of the Company ("Ordinary shares") provided that:

- (a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 2,406,313;
- (b) the minimum price (excluding expenses) which may be paid for an Ordinary share is 23p;
- (c) the maximum price (excluding expenses) which may be paid for an Ordinary share is not more than the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for an Ordinary share as derived from the AIM appendix to the London Stock Exchange Daily Official List for the five business days before 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 on the trading venue where the purchase is carried out.
- (d) the authority hereby conferred shall, unless revoked varied or renewed by the Company, expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 29 September 2024; and
- (e) the Company may make a contract 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 the Company may make a purchase of Ordinary shares in pursuance of any such contract or contracts as if this authority had not expired.



Marc Wilson

Group Finance Director

29th June 2023