

COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

ADMIRAL GROUP PLC

(Incorporated in England and Wales with registered number 3849958)

Passed 25 April 2024

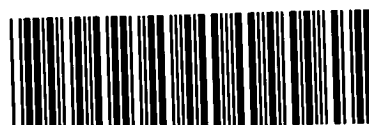
At the Annual General Meeting (AGM) of Admiral Group plc (the **Company**) duly convened and held at Ty Admiral, David Street, Cardiff, CF10 2EH on Thursday 25 April 2024 at 1.30pm, the following special business RESOLUTIONS were duly passed:

AS SPECIAL RESOLUTIONS:

Disapplication of pre-emption rights

20. That, in substitution for all existing authorities and subject to the passing of Resolution 19, the Directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560(1) of the CA 2006) for cash pursuant to the authority granted by Resolution 19 and/or pursuant to section 573 of the CA 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the CA 2006, such authority to be limited:
- (i) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (ii) of Resolution 19, by way of a rights issue only):
 - (a) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions or make any other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;
 - (ii) to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in paragraph (i) of this Resolution 20) up to a nominal amount of £30,630.47 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights); and
 - (iii) to the allotment of equity securities and/or sale of treasury shares (in each case otherwise than in the circumstances set out in paragraph (i) or paragraph (ii) of this Resolution 20) up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (ii) of this Resolution 20, 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, such authority to apply until the earlier of the conclusion of the next AGM of the Company or 30 June 2025, unless previously renewed, varied or revoked by the Company in

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general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/ or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purpose of this Resolution 20, "rights issue" has the same meaning as in Resolution 19 above.

21. That, in addition to any authority granted under Resolution 20, and subject to the passing of Resolution 19, the Directors be generally empowered pursuant to section 570 of the CA 2006 to allot equity securities (as defined in section 560(1) of the CA 2006) for cash pursuant to the authority granted by Resolution 19 and/or pursuant to section 573 of the CA 2006 to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the CA 2006, such authority to be limited:

- (i) to the allotment of equity securities and/or sale of treasury shares for cash up to a nominal amount of £30,630.47 (calculated, in the case of equity securities which are rights to subscribe for, or to convert securities into, ordinary shares by reference to the aggregate nominal amount of relevant shares which may be allotted pursuant to such rights), 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 Directors of the Company 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; and
- (ii) to the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than under paragraph (i) of this Resolution 21) up to a nominal amount equal to 20 per cent. of any allotment of equity securities and/or sale of treasury shares from time to time under paragraph (i) of this Resolution 21, 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,

such authority to apply until the earlier of the conclusion of the next AGM of the Company or 30 June 2025 unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require equity securities to be allotted (and/or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (and/or sell treasury shares) under any such offer or agreement as if the authority conferred hereby had not expired.

Market purchases

22. That the Company be generally and unconditionally authorised, pursuant to and in accordance with Section 701 of the CA 2006, to make one or more market purchases (within the meaning of section 693(4) of the CA 2006) of ordinary shares of 0.1p in the capital of the Company (ordinary shares) provided that:
- (i) the maximum aggregate number of ordinary shares authorised to be purchased is 15,315,233 (representing 5 per cent. of the issued ordinary share capital);
 - (ii) the minimum price (excluding expenses) which may be paid for an ordinary share is the nominal value of such share;
 - (iii) the maximum price (excluding expenses) which may be paid for an ordinary share shall be the higher of (1) 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 5 business days immediately preceding the day on which that ordinary share is 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;

- (iv) this authority expires at the earlier of the conclusion of the next AGM of the Company or 30 June 2025; and
- (v) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority and may make a purchase of ordinary shares in pursuance of any such contract

Notice of general meetings

23. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

BY ORDER OF THE BOARD

Dan Caunt

Company Secretary

25 April 2024

REGISTERED OFFICE

Tŷ Admiral, David Street

Cardiff, CF10 2EH

Registered No. 03849958