



A10 *ACICMPQP* #43
 14/12/2023
 COMPANIES HOUSE

Company No. 04303233

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

**RESOLUTIONS OF EQUIPMAKE HOLDINGS PLC
 ("THE COMPANY")**

PASSED ON 29 NOVEMBER 2023

At the Annual General Meeting of the Company, duly convened and held at the Dyson Room, Hethel Engineering Centre, Chapman Way, Hethel, Norwich NR14 8FB on 29 November 2023 at 10.00 am, the following resolutions were passed, with Resolution 5 as an Ordinary Resolution and Resolutions 6 and 7 as Special Resolutions.

ORDINARY RESOLUTION

Directors' Authority to Allot Shares

5. That the Directors be and are hereby generally and unconditionally authorised, in substitution for all subsisting authorities to the extent unused, pursuant to Section 551 of the Companies Act 2006, to exercise all the powers of the Company to:
 - (a) allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into shares of the Company up to an aggregate nominal amount of £31,607; and
 - (b) allot Ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal amount of £63,215 (such amount to be reduced by the aggregate nominal amount of any securities allotted under paragraph (a) above) in connection with an offer by way of a rights issue to:
 - (i) holders of Ordinary shares in the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities if this is required by the rights of those securities or, subject to such rights as the Directors of the Company otherwise consider necessary and so that, in each case, the Directors of the Company may impose any limits or restrictions and make any 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 of the requirements of any regulatory body or stock exchange or any other matter.

This authority shall take effect on the date of passing of this Resolution, with such authority to expire on the earlier of the date falling 15 months after the date of the passing of this Resolution and the end of the next AGM of the Company (unless previously renewed, revoked or varied by the Company in general meeting) but, in each case, during this period the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for, or to convert securities into, shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or to convert securities into, shares under any such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Disapplication of pre-emption rights

6. Subject to the passing of Resolution 5, and in substitution for any existing authorities to disapply pre-emption rights in connection with any allotment of shares or grant of rights to subscribe for or convert any security into shares in the Company for cash, the Board be authorised pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority given by Resolution 5 and/or to sell Ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
 - a. to the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities:
 - i. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - ii. to holders of any other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with fractional entitlements, record dates, or legal or practical problems arising under the laws of any overseas territory, by virtue of shares being represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
 - b. to the allotment (otherwise than pursuant to paragraph a above) of equity securities or the sale of treasury shares up to an aggregate nominal amount of £18,964, such authority to expire at the end of the next Annual General Meeting of the Company after the date of the passing of this Resolution (or, if earlier, at the close of business on the date falling 15 months after the date of the passing of this Resolution) 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 Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

7. The Company be and is generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares in such manner and on such terms as the Directors of the Company may from time to time determine, and where such shares are held as treasury shares, the Company may use them for the purposes set out in sections 727 or 729 of the Act, including for the purpose of its employee share schemes, provided that:
 - a. the maximum number of ordinary shares which may be purchased is 94,822,940;
 - b. the minimum purchase price which may be paid for any ordinary share is £0.0001 (exclusive of expenses); and
 - c. the maximum purchase price which may be paid for any ordinary share in the capital of the Company shall not be more than the higher of (in each case exclusive of expenses):

- i. five per cent above the average middle market quotations for an ordinary share as published by the Aquis Stock Exchange Limited for the five business days immediately preceding the day on which the purchase is made; or
- 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 trading venue where the purchase is carried out,

and this authority shall take effect on the date of passing of this Resolution and shall (unless previously revoked, renewed or varied) expire on the earlier of the conclusion of the Company's next Annual General Meeting or the date falling 15 months after the date of passing of this Resolution, save in relation to purchases of ordinary shares, the contract(s) for which were concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry.