



**Company Number: 09378067**

**THE COMPANIES ACT 2006**

**PUBLIC COMPANY LIMITED BY SHARES**



**Resolutions of HSS Hire Group plc (the "Company")**

**Passed 21 June 2023**

At the Annual General Meeting of the members of the Company convened held at Hilton Garden Inn Heathrow, Pavilion Centre, Eastern Perimeter Road, Hatton Cross, Heathrow, TW6 2SQ on 21 June 2023, resolutions including those set out below were duly passed by the requisite majority of the members of the Company. Resolution 12 was passed as an ordinary resolution and resolutions 14, 15 and 16 were passed as special resolutions:

#### **ORDINARY RESOLUTIONS**

##### **Resolution 12: Renew authority to allot new shares**

That:

(a) the directors of the Company (the Board) be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the Act) to:

(i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:

(A) up to an aggregate nominal amount of £2,349,958; and

(B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £4,699,919 (including within such limit any shares issued or rights granted under paragraph 12(a)(i)(A) above) in connection with or pursuant to an offer or invitation by way of a fully pre-emptive offer:

(I) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and

(II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it 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 treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; for a period expiring (unless previously renewed,

varied or revoked by the Company in general meeting) at the end of the next AGM of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on the date that is 15 months after the date this resolution is passed); and

(ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

(b) subject to paragraph 12(c) below, all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and

(c) paragraph 12(b) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

## **SPECIAL RESOLUTIONS**

### **Resolution 14: Disapplication of pre-emption rights to allotment of equity securities**

That, if Resolution 12 is passed, the Board be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 12(a)(i)(B), by way of a fully pre-emptive offer only):

(i) to the holders of Ordinary Shares in proportion (or as nearly as may be practicable) to their existing holdings; and

(ii) to people who hold other equity securities, if this is required by the rights of those securities, or, if the directors consider it necessary, as permitted by the rights of those securities,

except that the directors may impose any limits or restrictions and make arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems which may arise under the laws of or the requirements of, any regulatory body or stock exchange in any territory or any other matter whatsoever;

(b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14(a) above) up to a nominal amount of £704,986; and

(c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14(a) or paragraph 14(b) above) up to a nominal amount equal to 20% of any allotment of equity securities or

sale of treasury shares from time to time under paragraph 14(b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 21 September 2024 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.

**Resolution 15: Disapplication of pre-emption rights for financing or capital investment**

That, if Resolution 12 is passed, the Board be authorised in addition to any authority granted under Resolution 14 to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £704,986 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 Board of the Company determines to be either an acquisition or a 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) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 15(a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 15(a) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines 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 expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next AGM of the Company (or, if earlier, at the close of business on 21 September 2024 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.

#### **Resolution 16: Authority to purchase own shares**

That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares, subject to the following conditions:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 105,748,193;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is £0.01 (being the nominal value of an Ordinary Share);
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of:
  - (i) an amount equal to 105% of the average of the middle market quotations of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; 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 a trading venue where the purchase is carried out;
- (d) this authority shall expire at the close of the AGM of the Company held in 2024 (or, if earlier, at the close of business on the date that is 18 months after the date this resolution is passed); and
- (e) a contract to purchase shares under this authority may be made before the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

**Daniel Joll**  
**Company Secretary**  
**21 June 2023**