

MACFARLANE GROUP PLC ("the company")

(Registered No: SC 4221)

Notice of Resolution

At the Annual General Meeting of the Company held at 3 Park Gardens, Glasgow, G3 7YE on the 11th May 2021, the following resolutions (numbered 13 and 14) in the notice of the Annual General Meeting) were duly passed as Special Resolutions:

13. THAT if Resolution 12 is passed, the Directors be and are hereby authorised, to allot equity securities (as defined in Resolution 12) 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 (as defined in Resolution 12) did not apply to any such allotment or sale, such authority to be limited:

- (A) to allotments for rights issues and other pre-emptive issues; and
- (B) to the allotment of equity securities or sale of treasury shares (other than under paragraph (A) above) up to an aggregate nominal amount of £1,972,650 (representing 5% of the Company's issued share capital as at 30 March 2021),

such authority to expire at the end of the next annual general meeting of the Company

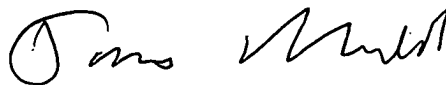
(or, if earlier, at 5pm on 11 August 2022) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. THAT if Resolution 12 is passed, the Directors be and are hereby authorised, in addition to any authority granted under Resolution 13, to allot equity securities (as defined in Resolution 12) for cash under the authority given by Resolution 12 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act (as defined in Resolution 12) did not apply to any such allotment or sale, such authority to be:

- (A) limited to the allotment of equity securities or the sale of treasury shares up to an aggregate nominal amount of £1,972,650 (representing 5% of the Company's issued share capital as at 30 March 2021); 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 Board of the Company determines 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 end of the next annual general meeting of the Company (or, if earlier, at 5pm on 11 August 2022) 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.

BY ORDER OF THE BOARD



Company Secretary

11/5/21

