

Company No. 241882

Fuller, Smith & Turner P.L.C.

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

Passed: 20 April 2021

At an Extraordinary General Meeting of holders of A, B and C ordinary shares held on Tuesday 20 April 2021 the following Resolutions were duly passed (in the case of Resolutions 2 as a Special Resolution).

Resolution 1: Directors' authority to issue and allot the Placing Shares and the A Ordinary Share Director Subscriptions

THAT

- (a) the Directors are generally and unconditionally authorised for the purposes of section 551 Companies Act to exercise all the powers of the Company to allot A Ordinary Shares in the Company up to an aggregate nominal amount of £2,587,720 pursuant to the Placing and the A Ordinary Share Director Subscriptions provided that (unless previously revoked, varied or renewed by the Company) this authority will expire at the end of the next annual general meeting of the Company after the date on which this resolution is passed, save that the Directors may, before this authority expires, make offers or agreements which would or might require A Ordinary Shares in the Company to be allotted after its expiry and the Directors may allot A Ordinary Shares pursuant to such offers or agreements as if this authority had not expired; and
- (b) this authority is in addition to all existing authorities under section 551 of the Companies Act which shall continue in full force and effect.

Resolution 2: Disapplication of pre-emption rights

THAT

- (a) and in addition to the existing authority given to them under section 570 of the Companies Act, the Directors are given power in accordance with section 571 and section 573 of the Companies Act to issue and allot equity securities (as defined in section 560 of the Companies Act) of the Company for cash in connection with the Placing and the A Ordinary Share Director Subscriptions pursuant to the authority conferred by Resolution 1 and to transfer B Ordinary Shares held in treasury for cash pursuant to the B Share Offer and the B Ordinary Share Director Subscriptions as if section 561(1) of the Companies Act did not apply to any such allotment or transfer up to an aggregate nominal amount:
 - (i) of £2,587,720 in respect of the issue and allotment of the Placing Shares and the A Ordinary Share Director Subscriptions (which represents approximately 4.93 per cent. of the issued Ordinary Share capital of the Company); and

(ii) (ii) of £180,000 in respect of the transfer of B Ordinary Shares held in treasury pursuant to the B Share Offer and the B Ordinary Share Director Subscriptions (which represents approximately 3.43 per cent. of the issued Ordinary Share capital of the Company),

- (b) provided that (unless previously revoked, varied or renewed by the Company) this power will expire at the end of the next annual general meeting of the Company after the date on which this resolution is passed, save that the directors may, before this power expires, make offers or agreements which would or might require equity securities to be allotted after its expiry and the directors may allot equity securities pursuant to such offers or agreements as if this power had not expired.



Rachel Spencer
Company Secretary
Fuller, Smith & Turner P.L.C.

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Passed: 20 April 2021

At an Extraordinary General Meeting of holders of A and C ordinary shares held on Tuesday 20 April 2021 the following Resolution was duly passed as a Special Resolution.

Resolution: Consent of the A Ordinary Shareholders and C Ordinary Shareholders to the Placing and the A Ordinary Share Director Subscriptions under the Articles

THAT in accordance with Article 14, this separate general meeting of the holders of A Ordinary Shares and C Ordinary Shares of 40 pence each in the capital of the Company (treated as a single class under Article 14) hereby irrevocably consents to and sanctions the waiver of their rights under Article 72 such that the Directors are under no obligation to offer the Placing Shares and the A Ordinary Share Director Subscriptions in the issue proportions (as defined in the Articles) in accordance with Article 72 to Ordinary Shareholders.



Rachel Spencer
Company Secretary
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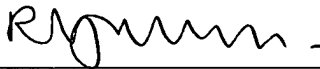
PUBLIC COMPANY LIMITED BY SHARES

Passed: 20 April 2021

At an Extraordinary General Meeting of holders of B ordinary shares held on Tuesday 20 April 2021 the following Resolution was duly passed as a Special Resolution.

Resolution: Consent of the B Ordinary Shareholders to the Placing and the A Ordinary Share Director Subscriptions under the Articles

THAT in accordance with Article 14, this separate general meeting of the holders of B Ordinary Shares of 4 pence each in the capital of the Company, hereby irrevocably consents to and sanctions the waiver of their rights under Article 72 such that the Directors are under no obligation to offer the Placing Shares and the A Ordinary Share Director Subscriptions in the issue proportions (as defined in the Articles) in accordance with Article 72 to Ordinary Shareholders.



Rachel Spencer
Company Secretary
Fuller, Smith & Turner P.L.C.