

Company No. 241882

Fuller, Smith & Turner P.L.C.

The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

Passed: 23 September 2021

At the Annual General Meeting of shareholders held on Thursday 23 September 2021, the following Resolutions were duly passed (in the case of Resolutions 11, 12 and 13 as Special Resolutions).

9. That the Directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 and in substitution for any previous authority to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("Rights"), up to an aggregate nominal amount of £1,234,954.

This authority will expire at the conclusion of the next Annual General Meeting or on 22 December 2022, whichever is earlier (unless and to the extent that such authority is renewed or varied prior to such date) but so that the Company may before the expiry of such authority make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of such authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

10. The rules of the Fuller, Smith & Turner P.L.C. Long Term Incentive Plan 2020 be amended in the form produced to the Meeting and initialled by the Chairman of the Meeting for the purposes of identification, as described in the Chairman's letter on page 3, and the Directors be and are hereby authorised to adopt the amendment and to do all acts and things they consider necessary or expedient to give effect to them.

11. That subject to the passing of resolution 9 above, the Directors be empowered pursuant to Section 570 of the Companies Act 2006 and in substitution for any previous authority to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 9 above, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, up to an aggregate nominal amount of £1,234,954 representing 4.87% of the total issued ordinary share capital of the Company.

This authority will expire at the next Annual General Meeting or on 22 December 2022, whichever is earlier, but so that the Company may before the expiry of such authority make an offer or agreement which would or might require equity securities to be allotted after the expiry of such authority and the Directors may allot equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

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12. That the Company be unconditionally and generally authorised pursuant to and in accordance with Section 701 of the Companies Act 2006 to make market purchases, as defined by Section 693(4) of the Companies Act 2006, of its 'A' ordinary shares of 40 pence each, provided that:

(i) the maximum number of 'A' ordinary shares that may be acquired under this authority is 5,822,398 'A' ordinary shares of 40 pence;


(ii) the minimum price that may be paid for each 'A' ordinary share is 40 pence;

(iii) the maximum price (excluding expenses) which may be paid for each 'A' ordinary share is 5% over the average middle market price of A ordinary shares based on the London Stock Exchange Daily Official List for the five business days immediately preceding the purchase;

(iv) the A ordinary shares purchased under this authority may be held as treasury shares to be used in connection with, among other purposes, the Company's Long-Term Incentive Plan and/or other share option schemes; and

(v) the authority will expire on the earlier of the date of the next Annual General Meeting and 22 December 2022 except in relation to a purchase of shares contracted before expiry of the authority.

13. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice in writing.

A handwritten signature in black ink, appearing to read 'M. Turner', written over a horizontal line.

Michael Turner
Chairman