

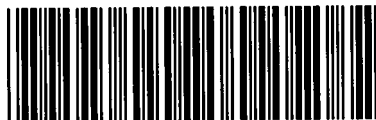
PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF THE PASSING OF A SPECIAL RESOLUTION

HAMPDEN & CO PLC

(Registered No. SC386922)

(the "Company")



SC4VEV23

SCT

03/06/2023

#8

COMPANIES HOUSE

SATURDAY

Notice is hereby given that at a general meeting of the above named Company, duly convened and held on 23 May 2023 at 9 Charlotte Square, Edinburgh EH2 4DR, the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

articles of association

"That the draft articles of association produced to the meeting and, for the purposes of identification, initialled by a Director be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, all existing articles of association of the Company."

disapplication of pre-emption rights

- "(a) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £924,597, provided that this authority shall expire at the earlier of (i) the close of the Company's 2024 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may at any time prior to the expiry of this authority make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired; and
- (b) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board be and it is hereby generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any security into, shares in the capital

of the Company) and to sell equity securities held by the Company as treasury shares (within the meaning of section 560(3) of the Act) for cash pursuant to the authority conferred on the Board by Resolution 5(a), as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £924,597, and shall expire at the earlier of (i) the close of the Company's 2024 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired."

Gordon Syme
Company Secretary

Date: 2 June 2023
