

Company No: 10024479

A Company Limited by Shares
Resolutions of
Amigo Holdings PLC (the 'Company')
Passed on 29 September 2021



At the Annual General Meeting of Amigo Holdings PLC held at Hilton Bournemouth, Terrace Road, Bournemouth, BH2 5EL on Wednesday 29 September 2021 at 10.00am, the following resolutions were duly passed. Resolution 13 was passed as an Ordinary Resolution and Resolutions 10, 14, 15, 16 and 17 were passed as Special Resolutions.

Resolution 13 – Authority to allot shares

That the Directors be generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

(a) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £396,111 (such amount to be reduced by the nominal amount allotted or granted under resolution 13(b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Companies Act 2006) of £792,222 (such amount to be reduced by any allotments or grants made under resolution 13(a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties 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,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

Resolution 10 – Authority to increase borrowing limit

That Article 95.2 of the Company's Articles of Association be amended to:

The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (so far, as regards subsidiary undertakings, as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of all monies borrowed by the Group (which expression in this Article means the Company and its subsidiary undertakings for the time being) and for the time being owing to persons outside the Group shall not at any time, without the

previous sanction of an ordinary resolution of the Company in general meeting, exceed the higher of £500,000,000 or a sum equal to two times the aggregate of:

(a) the amount paid up on the issued share capital of the Company; and

(b) the total of the capital and revenue reserves of the Group (including any share premium account, capital redemption reserve, redenomination reserve and credit balance on the profit and loss or retained earnings account) in each case, whether or not such amounts are available for distribution;

all as shown in the latest audited consolidated statement of financial position of the Group but after:

- (i) making such adjustments as may be appropriate in respect of any variation in such amount paid up on the issued share capital or share premium account or capital redemption reserve or redenomination reserve or merger reserve since the date of such latest audited consolidated statement of financial position and so that for this purpose if any issue or proposed issue of shares for cash or otherwise has been underwritten or otherwise agreed to be subscribed (for cash or otherwise) then, at any time when the underwriting of such shares or other agreement as aforesaid shall be unconditional, such shares shall be deemed to have been issued and the amount (including any premium) payable (or which would be credited as payable) in respect thereof (not being monies payable later than six months after the date of allotment) shall be deemed to have been paid up to the extent that the underwriters or other persons are liable therefor;
- (ii) deducting (to the extent included) any amounts distributed or proposed to be distributed (but not provided in such latest audited consolidated statement of financial position) other than distributions attributable to the Company or any subsidiary undertaking;
- (iii) excluding any amounts attributable to outside shareholders in subsidiary undertakings of the Company non-controlling interests; deducting any debit balance on the profit and loss or retained earnings account. References in this paragraph to IAS are to those International Accounting Standards as from time to time amended, and any standards, principles, practice or rules that may from time to time, directly or indirectly, supplement or replace those standards or any part of them; and
- (iv) making such adjustments (if any) as the Auditors may consider appropriate.

Resolution 14 – Disapplication of pre-emption rights

That, subject to the passing of resolution 13 above, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

(a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by that resolution; and

(b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 13(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on

the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties 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; and

- (ii) in the case of the authorisation granted under resolution 13(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 14, up to an aggregate nominal amount of £59,416, and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Resolution 15 – Further disapplication of pre-emption rights

That, subject to the passing of resolutions 13 and 14 above, and in addition to the power given by resolution 14, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 to:

(a) allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authorisation conferred by resolution 13; and

(b) sell ordinary shares (as defined in section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that this power shall be:

- (i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £59,416; and
- (ii) 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 Directors have determined 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 28 December 2022), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Resolution 16 – Authority to purchase own shares

That the Company is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of any of its ordinary shares of 0.25p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine and, where such shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum number of ordinary shares which may be purchased is 47,533,376;
- (b) the minimum price that may be paid for each ordinary share is 0.25p which amount shall be exclusive of expenses, if any;
- (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) 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 the trading venues where the purchase is carried out;
- (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2022 or at the close of business on 28 December 2022, whichever is the earlier; and
- (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.

Resolution 17 – Authority to call general meeting at short notice

That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.



Roger Bennett
Company Secretary