

SIG plc

Company No:
00998314

Passed:
13 May 2021

The Companies Acts 2006



At the Annual General Meeting of the members of SIG plc ("the Company") held at the offices of SIG West London, Valor Park, Colnbrook, Slough SL3 0HF on Thursday 13 May 2021 the following Resolutions were passed of which Resolution 15 was passed as an Ordinary Resolution and Resolutions 16 to 21 as Special Resolutions:

Ordinary Resolution

Resolution 15

That the Directors of the Company be and they are hereby 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 in the Company and grant rights to subscribe for, or convert any security into, shares in the Company ("Rights"):

- (a) up to an aggregate nominal amount of £39,385,233; and
- (b) up to a further aggregate nominal amount of £39,385,233 provided that: (i) they are equity securities (within the meaning of Section 560(1) of the Companies Act 2006); and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter, provided that this authority shall expire at the end of the next annual general meeting of the Company or, if earlier, on 13 May 2022, save that the Company shall be entitled

to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights to be and are hereby revoked.

Special Resolutions

Resolution 16

That, if Resolution 15 is passed, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment provided that this power shall be limited to:

- a) the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 15 above by way of rights issue only) in favour of the holders of ordinary shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal

- with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or any other matter; and
- b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to subparagraph (a) of this Resolution 16) to any person or persons up to an aggregate nominal amount of £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 26 March 2021),

such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022 but, in each case, prior to its expiry the Company be entitled to make offers or agreements, which would, or might, require equity securities to be expires and the Directors shall be entitled to allot equity securities (and offer or agreement as if the authority had not expired.

Resolution 17

That if Resolution 15 is passed and in addition to any authority granted under Resolution 16, the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash either pursuant to the authority conferred by Resolution 15 above or by way of a sale of treasury shares as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £5,907,785 (being approximately 5% of the issued ordinary share capital of the Company as at 26 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 conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022, 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.

Resolution 18

That the Company be generally and unconditionally authorised, pursuant to and in accordance with Sections 693 and 701 of the Companies Act 2006, to make market purchases (as defined in Section 693(4) of that Companies Act 2006) of up to 118,155,698 ordinary shares of 10p each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company as at 26 March 2021) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (a) the amount paid for each ordinary share (exclusive of expenses) shall not be more than 5% above the average of the middle market quotations for an ordinary share in the Company as derived from the Daily Official List of The London Stock Exchange plc for the five business days immediately preceding the date on which the contract for the purchase is made;
- (b) the minimum price which may be paid for an ordinary share (exclusive of expenses) is 10p; and
- (c) the authority herein contained shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 13 May 2022 provided that the Company may, before such expiry, make a contract to purchase its ordinary shares which would or might be executed wholly or partly after such

expiry, and the Company may make a purchase of its ordinary shares in pursuance of any such contract as if the authority conferred hereby had not expired.

Resolution 19

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Resolution 20

That, subject to the approval of the High Court of England and Wales, the entire amount standing to the credit of the Company's share be and is hereby cancelled.

Resolution 21

That, with effect from the conclusion of the annual general meeting, the articles of association produced to the meeting and initialled by the chairman of the meeting for the purposes of identification be adopted as the art of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

A breakdown of the proxy votes lodged prior to the AGM for each resolution is set out below:-

RESOLUTION	FOR	AGAINST	WITHHELD
ORDINARY RESOLUTION			
1. To receive the financial statements for the year ended 31 December 2020 together with the reports of the Directors and Auditors thereon.	922,725,438	75,792	43,955,570
2. To approve the Annual Statement of the Chair of the Remuneration Committee and the Directors' Remuneration Report for the year ended 31 December 2021.	726,297,790	222,519,260	17,939,750
3. To re-elect Andrew Allner as a Director.	903,513,638	19,402,886	43,840,276
4. To re-elect Steve Francis as a Director.	966,609,013	132,033	15,754
5. To elect Ian Ashton as a Director.	966,619,229	114,171	23,400
6. To elect Shatish Dasani as a Director.	966,685,243	44,407	27,150
7. To elect Bruno Deschamps as a Director.	730,415,844	111,938,604	124,402,352
8. To elect Kath Durrant as a Director.	966,632,114	102,913	21,773
9. To elect Simon King as a Director.	966,693,250	41,777	21,773
10. To re-elect Gillian Kent as a Director.	955,053,531	11,689,142	14,127
11. To re-elect Alan Lovell as a Director.	955,008,656	11,734,017	14,127
12. To elect Christian Rochat as a Director.	846,532,656	1,076,484	119,147,660
13. To re-appoint Ernst & Young LLP as Auditor to the Company	922,840,450	43,907,294	9,056
14. To authorise the Audit Committee of the Board to determine the Auditor's remuneration.	966,695,311	43,550	17,939
15. To authorise the Directors to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company.	905,768,747	17,156,943	43,831,110
SPECIAL RESOLUTION			
16. The Directors be empowered pursuant to the Companies Act 2006 to allot equity securities for cash.	966,599,730	145,798	11,272
17. The Directors be empowered pursuant to the Companies Act 2006 to allot equity securities	920,113,685	46,629,562	13,553

for cash.			
18. That the Company is authorised pursuant to the Companies Act 2006 to make market purchases.	922,747,013	43,971,348	38,439
19. That a general meeting of the Company, other than AGM, may be called on not less than 14 clear days' notice.	821,298,643	145,449,085	9,072
20. That, subject to court approval, the entire amount standing the credit of the Company's share premium account be cancelled.	966,594,638	129,062	33,100
21. That the articles of association produced at the meeting be adopted as the new articles of the Company.	966,604,640	111,587	40,573

Notes

1. Any proxy appointments which gave discretion to the Chairman have been included in the "for" total.
2. A "vote withheld" is not a vote in law and is not counted in the calculation proportion of the votes "for" or "against" a resolution.
3. In accordance with UK Listing Rule 9.6.2, copies of all resolutions passed other than resolutions concerning ordinary business have been submitted to the Financial Conduct Authority via the National Storage Mechanism and will shortly be available for inspection at <http://www.morningstar.co.uk/uk/NSM>
4. A copy of the Annual General Meeting results will be available on the SIG plc website at www.sigplc.com.
5. Issued share capital as at 13 May 2021 is 1,181,556,977 ordinary shares of 10 pence each in the capital of the Company.



Andrew Watkins
General Counsel and Company Secretary
13 May 2021

Registered Office:
10 Eastbourne Terrace
London
W2 6LG
Registered No. 00998314