

YOUGOV PLC
Company number: 03607311
Special resolutions
Passed on: 07 December 2023

FRIDAY



A09 *ACHXEVB0* 08/12/2023 #82
COMPANIES HOUSE

At the Annual General Meeting of YouGov plc duly convened and held at 50 Featherstone Street, London EC1Y 8RT on 7 December 2023, the following special resolutions were duly passed:

Resolution 20 – Authority for disapplication of pre-emption rights for pre-emptive issues and general purposes

That, conditional on the passing of Resolution 19 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 19 or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of such securities:
 - i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares; and
 - ii) to holders of other securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £23,416; and
- (c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this notice and this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 31 December 2024, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

Resolution 21 – Authority for disapplication of pre-emption rights for acquisitions and other capital investments

That, conditional on the passing of Resolution 19 above, the Directors be and are hereby empowered in accordance with section 570 and section 573 of the Companies Act 2006 and in addition to any authority granted under Resolution 20 to allot equity securities (within the meaning of section 560 of that Act) for cash, either pursuant to the authority conferred by Resolution 19 or by way of a sale of treasury shares, as if section 561(1) of that Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities up to an aggregate nominal amount of £23,416, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified 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; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 31 December 2024, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements as if the power conferred hereby had not expired.

Resolution 22 – Authority for purchase of own shares for market value

That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) on the London Stock Exchange of Ordinary Shares of 0.2p each of the Company, provided that:

(c) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 11,707,809 (representing 10% of the Company's issued Ordinary Share capital at the date of this notice); and

(d) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is 0.2p; and

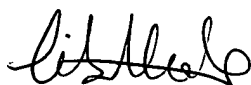
(e) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share will not be more than the price permitted by the Listing Rules of the UK Listing Authority at the time of purchase (which is currently the higher of an amount equal to 105% of the average of the middle market quotations of an Ordinary Share of the Company, as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which such share is contracted to be purchased and an amount equal to the higher of:

i) the price of the last independent trade of an Ordinary Share; and

ii) the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and

unless previously renewed, revoked or varied, this authority shall continue for the period ending on the date of the AGM in 2024 or 31 December 2024, whichever is the earlier, provided that, if the Company has agreed before this date to purchase Ordinary Shares where these purchases will or may be executed after the authority terminates (either wholly or in part), the Company may complete such purchases.

Signed:



Tilly Heald
Company Secretary
YouGov plc

Presenter Information

Name: Katy Tucker

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