

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**ORDINARY AND SPECIAL RESOLUTIONS**  
**OF**  
**NORCROS PLC**

FRIDAY



At the Annual General Meeting of the members of Norcros plc (the "Company") duly convened and held on Wednesday 26 July 2023, Resolutions 12 and 17 were passed as ordinary resolutions and Resolutions 13 to 16 (inclusive) were passed as special resolutions as follows:

12. That the Directors are generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ("Allotment Rights"), but so that:
- (a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under such authority are shares with an aggregate nominal value of £5,951,607.00 of which:
    - (i) one half may be allotted or made the subject of Allotment Rights in any circumstances; and
    - (ii) the other half may be allotted or made the subject of Allotment Rights pursuant to any rights issue (as referred to in the Financial Conduct Authority's Listing Rules) or pursuant to any arrangements made for the placing or underwriting or other allocation of any shares or other securities included in, but not taken up under, such rights issue;
  - (b) such authority shall expire at the close of business on 30 September 2024 or, if earlier, at the conclusion of the Company's next annual general meeting;
  - (c) before such expiry, the Company may make any offer or agreement which would or might require such shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if such authority had not expired; and
  - (d) all existing authorities vested in the Directors on the date of the notice of this meeting to allot such shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.
13. That, subject to the passing of resolution 12 in the notice of this meeting (the "Notice"), the Directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of that Act) for cash, pursuant to the authority conferred on them by resolution 12 in the Notice and/or by way of a sale of treasury shares, as

if Section 561 of that Act did not apply to any such allotment and/or sale, provided that such power is limited to:

- (a) the allotment of equity securities and/or sale of treasury shares in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's Listing Rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares in the Company on the register on any fixed record date in proportion to their holdings of such ordinary shares (and, if applicable, to the holders of any other class of equity security in the Company in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, any such shares or other securities being represented by depositary receipts, treasury shares, any legal or practical problems in relation to any territory or the regulations or requirements of any regulatory body or any stock exchange; and
- (b) the allotment of equity securities and/or sale of treasury shares (other than pursuant to paragraph (a) above) up to an aggregate nominal value of £446,371.00,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 12 in the Notice, save that, before the expiry of such power, the Company may make any offer or agreement which would or might require such equity securities to be allotted and/or treasury shares to be sold after such expiry and the Directors may allot such equity securities and/or sell such treasury shares under any such offer or agreement as if such power had not expired.

14. That, subject to the passing of resolution 12 in the notice of this meeting (the "Notice") and, in addition to the power contained in resolution 13 set out in the Notice, the Directors are empowered pursuant to Sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560(1) of that Act) for cash, pursuant to the authority conferred on them by resolution 12 in the Notice and/or by way of sale of treasury shares, as if Section 561 of that Act did not apply to any such allotment and/or sale, provided that such power is:

- (a) limited to the allotment of equity securities and/or the sale of treasury shares up to an aggregate nominal value of £446,371.00; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be exercised within 12 months after the date of the original transaction) a transaction which the Directors determine 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 the Notice,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by resolution 12 in the Notice save that, before the expiry of such power, the Company may make any offer or agreement which would or might require such equity securities to be allotted and/or treasury shares to be sold after such expiry and the Directors may allot such equity securities and/or sell such treasury shares under any such offer or agreement as if such power had not expired.

15. That the Company is generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of that Act) of ordinary shares in its capital provided that:
- (a) the maximum aggregate number of such shares that may be acquired under this authority is 8,927,420;
  - (b) the minimum price (exclusive of expenses) that may be paid for such a share is its nominal value;
  - (c) the maximum price (exclusive of expenses) that may be paid for such a share is the maximum price permitted under the Financial Conduct Authority's Listing Rules;
  - (d) such authority shall expire at the close of business on 30 September 2024 or, if earlier, at the conclusion of the Company's next annual general meeting; and
  - (e) before such expiry, the Company may enter into a contract to purchase such shares which would or might require a purchase to be completed after such expiry and the Company may purchase such shares pursuant to any such contract as if such authority had not expired.
16. That any general meeting of the Company that is not an annual general meeting may be convened by not less than 14 clear days' notice.
17. That the limit on the aggregate amount of fees that the Company may pay per annum to the Directors for their services as Directors under Article 92 of the Company's Articles of Association is increased from £350,000 to £750,000.



.....

**Company Secretary**