

No: 3757874

RESOLUTIONS OF
FUTURE PLC

SATURDAY



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20/02/2021

#178

COMPANIES HOUSE

Passed on 10 February 2021.

At the Annual General Meeting of the Company held on 10 February 2021 the following Resolutions were duly passed:

ORDINARY RESOLUTIONS

15. The Chairman proposed that:
- a. the Directors be authorised, for the purposes of section 551 of the Companies Act 2006 (the 'Act'), to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) in accordance with article 3 of the Company's Articles of Association, up to a maximum nominal amount of £4,851,747.45 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (ii) below in excess of £9,703,494.90); and
 - (ii) comprising equity securities (as defined in section 560 of the Act), up to a maximum nominal amount of £9,703,494.90 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue;
 - b. this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 10 May 2022; and
 - c. all previous unutilised authorities under section 551 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to be granted on or after that date).

SPECIAL RESOLUTIONS

19. The Chairman proposed that
- a) the Directors be given power, pursuant to section 570 of the Companies Act 2006, (the 'Act'):
 - i) subject to the passing of resolution 15 to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by that resolution; and
 - ii) to sell equity securities (as defined in section 560(1) of the Act) held by the Company as treasury shares (as defined in section 724(5) of the Act) for cash, in either case as if section 561 of the Act did not apply to the allotment or sale.
 - b) the power under paragraph (a) above shall be limited to:
 - (i) the allotment of equity securities in connection with a rights issue, open offer or other pre-emptive offer (but in the case of the authorization granted under resolution 15.a.ii, such powers shall be limited to a rights issue only) in favour of holders of ordinary shares in

proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements, legal or practical difficulties which may arise under the laws of any overseas territory, the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depository receipts or by virtue of any other matter whatsoever.

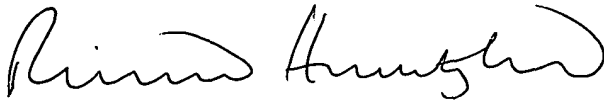
- (ii) otherwise than pursuant to sub-paragraph (i) above, the allotment or sale of equity securities having a nominal amount not exceeding in aggregate £735,113.25; and
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 10 May 2022.
- (d) the Company may, before this power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

20 The Chairman proposed that

- a) in addition to any authority granted under resolution 19, the Directors be given power:
 - i) subject to the passing of resolution 15, to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the 'Act')) for cash pursuant to the authority conferred on them by that resolution under section 551 of the Act; and
 - ii) to sell equity securities (as defined in section 560(1) of the Act) held by the Company as treasury shares (as defined in section 724(5) of the Act) for cash, in either case as if section 561 of the Act did not apply to the allotment or sale, but this power shall be:
 - A. limited to the allotment of equity securities up to a maximum nominal amount of £735,113.25; 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;
- b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 10 May 2022; and
- c) the Company may, before this power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

21 The Chairman proposed that, in accordance with the Company's Articles of Association, a general meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

- 22 The Chairman proposed that the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

A handwritten signature in black ink, appearing to read "Rina Houghton", written over a dotted line.

Director