

Company Number: 03833448

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

PRINT OF RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING
of
MIND GYM PLC
(the "Company")

HELD ON 19 JULY 2023

Resolutions 14 to 16 inclusive were proposed and passed as special resolutions. All other resolutions were proposed and passed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. **THAT** the Company's annual report and accounts for the financial year ended 31 March 2023 (the "**Annual Report**"), together with the Director's report and the Auditor's report on those accounts, be received and adopted.
2. **THAT** the Directors' Remuneration Report for the year ended 31 March 2023 be approved.
3. **THAT** the Company's Non-Executive Director, Ruby McGregor-Smith, is re-appointed as a director of the Company.
4. **THAT** the Company's Executive Director, Sebastian Bailey, is re-appointed as a director of the Company.
5. **THAT** the Company's Non-Executive Director, Joanne Black, is re-appointed as a director of the Company.
6. **THAT** the Company's Executive Director, Octavius Black, is re-appointed as a director of the Company.
7. **THAT** the Company's Non-Executive Director, David Nelson, is re-appointed as a director of the Company.
8. **THAT** the Company's Non-Executive Director, Sally-Ann Tilleray, is re-appointed as a director of the Company.
9. **THAT** the Company's Non-Executive Director, Trevor Phillips, is re-appointed as a director of the Company.

10. **THAT** the Company's Executive Director, Dominic Neary, is re-appointed as a director of the Company.
11. **THAT** BDO LLP (the "**Auditors**") be re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
12. **THAT** the Audit and Risk Committee be authorised to agree the remuneration of the Auditors.
13. **THAT** the Directors of the Company be generally and unconditionally authorised under 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, shares in the Company ("**Rights**")
 - (a) up to an aggregate nominal amount of £333.69 (representing approximately one-third of the Company's issued ordinary share capital as of 12 June 2023; and
 - (b) comprising equity securities (as defined by Section 560 (1) of the Act) up to a further aggregate nominal value of £333.69 in connection with an offer by way of rights issue;

such authority to expire at close of business on 31st October 2024 or if earlier at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert any security into shares to be granted after the authority ends.

SPECIAL RESOLUTIONS

14. **THAT**, provided that resolution 13 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares 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, such authority to be limited:
 - (a) To allotments for right issues and other pre-emptive issues; and
 - (b) to the allotment of equity securities or sale of treasury shares (otherwise than in paragraph (a) above) up to a total nominal amount of £50.05 being 5% of the total ordinary share capital in issue at 12 June 2023, being the latest practicable date prior to publication of this notice of meeting, such authorities to expire at close of business on the 31st October 2024 or if earlier at the conclusion of the next Annual General Meeting of the Company, but, 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.

15. **THAT**, provided that resolution 13 is passed, and in addition to any authority granted under resolution 14, the Board be authorised to allot equity securities (as defined under the Companies Act 2006) for cash under the authority given by resolution 13 and/ or to sell ordinary shares 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 of sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £50.05; 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 Dis-applying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such authority to expire at close of business on the 31st October 2024 or if earlier at the conclusion of the next Annual General Meeting of the Company, save that, in each case, the Company may before such expiry 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.

16. **THAT** the Company be authorised, generally and unconditionally, for the purpose of Section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (as defined in Section 693 of the Act) of ordinary shares of 0.00001 pence each in the capital of the Company ('ordinary shares') provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 10,010,566;
- (b) the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 0.00001 pence per share, being the nominal amount thereof;
- (c) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of: (i) 5% above the average of the middle market quotations for such shares as taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made; and (ii) the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System (SETS); and
- (d) the authority hereby conferred shall (unless previously renewed or revoked) expire at the end of the next Annual General Meeting, save that the Company may before such expiry make a contract or agreement to make a market purchase of its own ordinary shares which will or may be executed

wholly or partly after the expiry of such authority and the Company may purchase such shares as if the authority conferred hereby had not expired.

RUBY MCGREGOR-SMITH

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Chairman

Signature: RS

