

FRASERS GROUP PLC
COMPANY NO. 6035106
('Company')
NOTICE TO COMPANIES HOUSE

At an Annual General Meeting of the members of the above named company duly convened and held at Unit D, Brook Park East, Shirebrook, NG20 8RY on 7 October 2020, the following Ordinary Resolutions were duly passed:

Resolution 14

That the Board be and hereby is generally and unconditionally authorised, pursuant to section 551 of the Act, 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 with an aggregate nominal value of up to £17,311,406 and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this authority shall expire at the close of the next AGM of the Company, save that the Company may before such expiry make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if this authority had not expired.

Resolution 15

That, in addition to resolution 14, the Board be and hereby is generally and unconditionally authorised, pursuant to section 551 of the Act, 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 comprising equity securities, as defined in the Act, with an aggregate nominal value of up to £34,622,812 (including within such limit any shares issued under resolution 14) in connection with an offer by way of a rights issue:

- a. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- b. to people who are holders of other equity securities if this is required by the rights of those securities or, if the Board considers it necessary, as permitted by the rights of those securities,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this authority shall expire at the close of the next AGM of the Company, save that the Company may before such expiry make offers and enter into agreements which would, or might, require shares in the Company to be allotted or rights to subscribe for or convert any security into shares to be granted after this authority expires and the Board may allot shares in the Company and grant rights under any such offer or agreement as if this authority had not expired.



Resolution 18

That the Company be and hereby is generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the Company subject to the following conditions:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 77,849,395 representing approximately 14.99% of the Company's issued ordinary share capital (excluding shares held in treasury);
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10p (being the nominal value of an ordinary share);
- c. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
 - i. an amount equal to 105% of the average of the middle market quotations for the ordinary shares in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - ii. an amount equal to the higher of the price of the last independent trade of an ordinary share; and the highest current independent bid for an ordinary share in the Company on the trading venue where the purchase is carried out;
- d. unless previously renewed, varied or revoked, this authority shall expire at the close of the next AGM of the Company; and
- e. a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after the expiry of this authority.

Resolution 20

That the Company and any company which is a subsidiary of the Company at the time this resolution is passed or becomes a subsidiary of the Company at any time during the period for which this resolution has effect be and hereby is generally and unconditionally authorised for the purposes of section 366 of the Act:

- a. to make donations to EU political organisations (as defined in section 364 of the Act) not exceeding £50,000 in total; and
- b. to incur EU political expenditure (as defined in section 365 of the Act) not exceeding £50,000 in total,

provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000 for the period expiring at the conclusion of the next AGM of the Company.

Thomas Piper
Company Secretary
07 October 2020

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Thomas Piper
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