

**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 20 September 2023, the following **Special Resolutions** were duly passed:

RESOLUTION 14:

That, if resolutions 12 and/or 13 are passed, the Board be authorised to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited: a. any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £2,287,002; and c. to 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, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 20 December 2024 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.

RESOLUTION 15:

That if resolutions 12 and/or 13 are passed, the Board be authorised in addition to any authority granted under resolution 14 to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be: a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £2,287,002 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 PreEmption Rights most recently

published by the Pre-Emption Group prior to the date of this Notice; and b. limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) 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 (a) 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, such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 20 December 2024) 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.

RESOLUTION 16:

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 provided that:

- a. the maximum aggregate number of ordinary shares authorised to be purchased is 68,564,332 representing approximately 14.99% of the Company's issued ordinary share capital (excluding shares held in treasury) as at 10 August 2023 (the latest practicable date prior to the publication of this Notice);
- b. the minimum price (excluding expenses) which may be paid for an ordinary share is 10p (being the nominal value of an ordinary share);
- c. the maximum price (excluding 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 Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased; and
 - ii. the value of an ordinary share in the capital of the Company, being the higher of:
 - the price of the last independent trade in such a share on the trading venue where the purchase is carried out; and
 - the highest current independent bid for such share on such trading venue;
- 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 17:

That a general meeting other than an AGM be called on not less than 14 clear days' notice

Robert Palmer
Company Secretary
20 September 2023