

**Special Resolutions passed at XPS Pensions Group plc Annual General Meeting  
7<sup>th</sup> September 2023**

**Disapplication of pre-emption rights**

15. That, if Resolution 14 is passed, the Directors be authorised to allot equity securities (as defined in the 2006 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(1) of the 2006 Act did not apply to any such allotment or sale, such authority to be limited:

(A) to allotments for rights issues and other pre-emptive issues (except that in the case of an allotment pursuant to the authority conferred by paragraph (B) of Resolution 14, such offer shall be by way of rights issue only), subject (in the case of other pre-emptive issues) to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirement of any regulatory body or stock exchange; and

(B) to the allotment of equity securities and/ or sale of treasury shares (otherwise than under paragraph (A) above) up to an aggregate nominal value of £5,186.08 being approximately 5% of the issued ordinary share capital as at 5 July 2023, such authority to expire (unless previously revoked, varied or renewed) at the end of the next AGM of the Company or, if earlier, at the close of business on 7 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That, if Resolution 14 is passed, the Directors be authorised in addition to any authority granted under Resolution 15 to allot equity securities (as defined in the 2006 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(1) of the Companies Act 2006 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 £5,186.08, being approximately 5% of the issued ordinary share capital as at 5 July 2023; 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 Directors determine 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,

such authority to expire (unless previously revoked, varied or renewed) at the end of the next AGM of the Company or, if earlier, at the close of business on 7 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

**Authority to purchase own shares**

17. To unconditionally and generally authorise the Company for the purpose of Section 701 of the 2006 Act to make market purchases (as defined in Section 693(4) of the 2006 Act) of ordinary shares of 0.05 pence each in the capital of the Company provided that:

(A) the maximum number of ordinary shares which may be purchased is 20,744,314;

(B) the minimum price (exclusive of all expenses) which may be paid for each ordinary share is 0.05 pence (being the nominal value of an ordinary share);

(C) the maximum price which may be paid for an ordinary share is an amount equal to the higher of: (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary 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 as derived from the London Stock Exchange Trading System; and

(D) this authority shall expire (unless previously revoked, varied or renewed) at the conclusion of the Company's next AGM or, if earlier, 7 December 2024 (except in relation to the purchase of ordinary shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.

**Notice of general meetings**

18. To authorise the Directors to call a general meeting other than an annual general meeting on not less than 14 clear days' notice.



Zoe Adlam

General Counsel & Company Secretary

SATURDAY



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COMPANIES HOUSE