

THE COMPANIES ACT 2006 (the "Act")
A PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF
JUST GROUP PLC
(the "Company")

WEDNESDAY



At the Annual General Meeting of the above-named Company duly convened and held at Enterprise House, Bancroft Road, Reigate RH2 7RP on 11 May 2021 at 10:00am, the following resolutions were duly passed. Resolutions 16 and 20 were passed as ordinary resolutions, and resolutions 17 to 19 and 21 to 23 were passed as special resolutions.

ORDINARY RESOLUTION

Resolution 16: Authority to allot shares

THAT, in substitution for all existing unexercised authorities and in addition to any authority conferred by Resolution 20, the Directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £34,621,051, (such amount to be reduced by the aggregate nominal amount allotted or granted under Resolution 16(b) in excess of, £34,621,051); and
- (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £69,242,103 (such amount to be reduced by the aggregate nominal amount allotted or granted under Resolution 16(a)) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors of the Company otherwise consider necessary,

and so that the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter, such authorities to expire (unless previously renewed, varied or revoked) at the conclusion of the Company's next AGM or, if earlier, at the close of business on 30 June 2023, but, in each case, so that the Company may make offers and enter into agreements before the authorities expire which would, or might, require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of these authorities and the Directors of the Company may allot shares or grant rights to subscribe for or convert any security into shares under any such offer or agreement as if such authorities had not expired.

SPECIAL RESOLUTIONS

Resolution 17: Disapplication of pre-emption rights

THAT, in substitution for all existing unexercised authorities and subject to the passing of Resolution 16, the Directors of the Company be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) in the Company for cash pursuant to the authorities conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next AGM or, if earlier, at the close of business on 30 June 2023, but the Company may, before such expiry, make an offer or enter into agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry, and the Directors of the Company may allot equity securities and/or sell treasury shares in pursuance of that offer or agreement as if this power had not expired;
- (b) shall be limited to:
 - (i) the allotment of equity securities and/or the sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted under Resolution 16(b), such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (A) to holders of ordinary shares in proportion (or as nearly may be practicable) to their existing holdings; and
 - (B) to holders of other equity securities as required by the rights of those securities or, subject to such rights, if the Directors of the Company consider otherwise necessary, and so that the Directors may impose any limits or restrictions and make arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter; and
 - (ii) the allotment of equity securities and/or sale of treasury shares for cash (in each case otherwise than in the circumstances set out in Resolution 17(b)(i)) up to an aggregate nominal amount of £5,193,158.

Resolution 18: Additional power to disapply pre-emption rights

THAT, in addition to any authority granted under Resolution 17 and subject to the passing of Resolution 16, the Directors of the Company be generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (as defined in section 560(1) of the Act) in the Company for cash pursuant to the authorities conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash, in each case free of the restriction in section 561 of the Act. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the conclusion of the Company's next AGM or, if earlier, at the close of business on 30 June 2023, but 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 such expiry, and the Directors of the Company may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement as if this authority had not expired; and
- (b) shall be:

- (i) limited to the allotment of equity securities for cash and/or sale of treasury shares for cash up to an aggregate nominal amount of £5,193,158; and
- (ii) 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 of the Company 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 of AGM.

Resolution 19: Purchase of own shares

THAT the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 10 pence each in the capital of the Company, subject to the following conditions:

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 103,863,154;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 10 pence;
- (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 of an ordinary share of the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the 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 on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, at the close of business on 30 June 2023; and
- (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority, and may make a purchase of ordinary shares in pursuance of any such contract.

ORDINARY RESOLUTION

Resolution 20: Authority to allot shares in relation to contingent convertible securities

THAT, in addition to the authority granted under Resolution 16, the Directors of the Company be generally and unconditionally authorised for the purposes of 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:

- (a) up to an aggregate nominal amount of £50,000,000 in relation to any issue(s) by the Company or any of subsidiary undertaking of the Company (together the "Group") of contingent convertible securities (being securities that automatically convert into or are exchanged for, or are required mandatorily to be converted into or exchanged for, ordinary shares in the Company in prescribed circumstances) where the Directors of the Company consider that such issuance(s) of contingent convertible securities would be desirable in connection with, or for the purposes of, complying with or maintaining compliance with the regulatory capital requirements or targets applicable to the Company or the Group from time to time; and

- (b) subject to applicable law and regulation, at such allotment, subscription or conversion prices (or such maximum or minimum allotment, subscription or conversion price methodologies) and otherwise on terms as may be determined by the Directors of the Company from time to time.

Unless previously renewed, revoked or varied, the authority conferred by this resolution shall apply in addition to all other authorities under section 551 of the Act until the conclusion of the Company's next AGM (or, if earlier, at the close of business on 30 June 2023) provided that the Company may make offers and enter into agreements before the authority expires 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 expires and the Directors of the Company may allot shares or grant such rights under such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

Resolution 21: Disapplication of pre-emption rights in relation to contingent convertible securities

THAT, subject to and conditional on the passing of Resolution 20 and in addition to the authorities granted under Resolutions 17 and 18, the Directors of the Company be given the power, pursuant to section 570 of the Act, to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authorities conferred by Resolution 20, as if section 561 of the Act did not apply to such allotment.

Unless previously renewed, revoked or varied, the power conferred by this resolution shall apply until the conclusion of the Company's next AGM (or, if earlier, at the close of business on 30 June 2023) provided that the Directors of the Company may enter into agreements before this authority expires which would, or might, require equity securities to be allotted after the power expires and the Directors of the Company may allot equity securities under such an offer or agreement as if the power conferred by this authority had not expired.

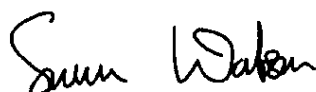
Resolution 22: Notice for general meetings

THAT a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

Resolution 23: Adoption of new articles of association

THAT, with effect from the conclusion of the AGM, the articles of association produced to the meeting and initialled by the chair of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

By Order of the Board



Simon Watson
Group Company Secretary

Registered Office:
Enterprise House
Bancroft Road
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