

Equals Group Plc

(Incorporated and registered in England and Wales with No: 08922461)

Resolutions Passed at Annual General Meeting

The following resolutions of Equals Group Plc (the "Company") were passed at the Annual General Meeting of the Company held on 16 May 2023. Resolutions 5 was passed as an ordinary resolution and resolutions 6 to 8 were passed as special resolutions.

Resolution 5 (Ordinary)

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined below):

- (a) comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £605,977.65 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 respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) in any other case, up to an aggregate nominal amount of £605,977.65,

provided that this authority shall, unless renewed, varied, or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

In this resolution, **Relevant Securities** means:

- shares in the Company, other than shares allotted pursuant to:
 - i. an employees' share scheme (as defined in section 1166 of the CA 2006);

- ii. a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security;
 - iii. a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; or
 - iv. anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employees' share scheme (as defined in section 1166 of the CA 2006) or anything done for the purposes of a compromise or arrangement sanctioned in accordance with Part 26A of the CA 2006. References to the allotment of Relevant Securities in this resolution include the grant of such rights.

Resolution 6 (Special)

That, subject to the passing of Resolution 5 above, the Directors be authorised pursuant to section 570 of the Companies Act 2006 (the Act) to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority given by resolution 5 and/or to sell equity securities held as treasury shares for cash pursuant to section 727 of the Act, in each case as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph a) of resolution 5, by way of a rights issue only);
- (b) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (c) to the allotment and/or sale (otherwise than pursuant to sub-paragraph (a) above) of equity securities to any person up to an aggregate nominal value of £181,793.29, representing approximately 10% of the Company's issued share capital,

provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such

offer or agreement notwithstanding that the power conferred by this resolution has expired.

Resolution 7 (Special)

That, subject to the passing of resolution 5 above, the Directors be authorised in addition to any authority granted under resolution 6 to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by resolution 5 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £181,793.29; and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 6 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,

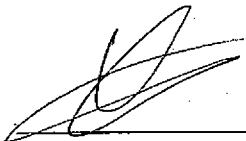
provided that such power (unless previously renewed, revoked or varied) shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2024, save that the Company may, before such power expires, make an offer or enter into an agreement which would or might require equity securities to be allotted after such power expires and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Resolution 8 (Special)

That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is £181,793.29 (representing 10 percent of the Company's issued ordinary share capital);
- (b) the minimum price (excluding expenses) which may be paid for such Ordinary Shares is £0.01 per share;
- (c) the maximum price (excluding expenses) which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;

- (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next annual general meeting; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

A handwritten signature in black ink, consisting of several overlapping loops and strokes, positioned above a horizontal line.

Executive, for and on behalf of ONE Advisory Limited, Company Secretary

16 May 2023