

Company number: 09791105

THE COMPANIES ACT 2006
RESOLUTIONS
OF
WATKIN JONES PLC (the 'Company')

FRIDAY



A15 *ACYGP135* 08/03/2024 #228
COMPANIES HOUSE

At the Annual General Meeting of the Company held on 29 February 2024, the following resolution number 11 was passed as an Ordinary Resolution and resolution numbers 12 to 15 were passed as Special Resolutions.

Authority to allot shares

11. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution pursuant to Section 551 of the Companies Act 2006 (the 'Act'):

To authorise the Directors generally and unconditionally to exercise all the powers of the Company to:

(a) allot shares in the Company and/or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of £854,804 (such amount to be reduced by the nominal amount of any equity securities allotted under sub-paragraph (b) below in excess of £854,804); and further

(b) allot equity securities (within the meaning of Section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £1,709,608 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under sub-paragraph (a) above),

subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange, provided that these authorities replace any existing authorities to allot shares or grant rights and, unless previously revoked, varied or renewed, shall expire on the conclusion of the next Annual General Meeting of the Company, or if earlier, 15 months from the date of the passing of this resolution but so as to enable the Company before such date to make offers or agreements which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement as if the authorities conferred hereby had not expired.

General disapplication of pre-emption rights

12. Subject to the passing of resolution 11 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

To empower the Directors in accordance with Sections 570 to 573 of the Act, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 11 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to

any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

(a) in connection with an issue or offer by way of rights in favour of holders of equity securities and of any other person entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held or deemed to be held by them on the record date of such allotment or are otherwise in accordance with their respective entitlements, subject only to such exclusions or other arrangements as the Directors may deem fit to deal with fractional entitlements or problems arising under the laws of any overseas territory or the requirements of any regulatory authority or any stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £128,221, save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired.

Additional disapplication of pre-emption rights

13. Subject to the passing of resolutions 11 and 12 above, to consider, and if thought fit, to pass the following resolution as a Special Resolution:

To empower the Directors, until the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution, to make allotments of equity securities (as construed in accordance with Section 560 of the Act) for cash pursuant to the authorities that were conferred on the Directors by resolution 11 above or by way of sale of treasury shares as if Section 561 of the Act did not apply to any such allotment (or sale), such power being limited to the allotment of equity securities or sale of treasury shares:

(a) up to an aggregate nominal amount of £128,221; and

(b) used for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment,

save that the Company may, before expiry of those authorities, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if such authorities had not expired.

Authority to purchase shares

14. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Act to make one or more market purchases (as defined in Section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company upon such terms and in such manner as the Directors of the Company shall determine provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 25,644,125 (representing approximately 10% of the Company's issued ordinary share capital at the date of this Notice);

(b) the minimum price (excluding expenses) which may be paid for an ordinary share is £0.01 per share being the nominal amount thereof;

(c) the maximum price (excluding expenses) which may be paid for each ordinary share shall be the higher of (i) 5% above the average of the middle market quotation of an ordinary share of the Company taken from the AIM Appendix of the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the purchase is made and (ii) the higher of the price of the last independent trade on the trading venues where the purchase is carried out and the highest current independent bid on the trading venues where the purchase is carried out;

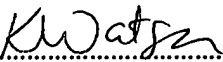
(d) the authority hereby conferred shall (unless previously renewed, varied or revoked) expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, the date which is 15 months after the date on which this resolution is passed; and

(e) the Company may make a contract or contracts to purchase ordinary shares under the authority hereby 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 as if the authority conferred hereby had not expired.

Notice period for general meetings

15. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

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

..........

Kerry Watson
Company Secretary