

Company Number: 11444019

M&G plc (the 'Company')

SPECIAL RESOLUTIONS PASSED ON 26 MAY 2021

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27/05/2021

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COMPANIES HOUSE

At the Company's Annual General Meeting which was duly convened and held at 10 Fenchurch Avenue, London EC3M 5AG (with facilities for virtual attendance and participation) on Wednesday 26 May 2021, the following resolutions were passed as special resolutions.

Directors' authority to disapply pre-emption rights for ordinary shares

Resolution 15

That, if Resolution 13 is passed, the Directors be hereby generally empowered pursuant to sections 570 and 573 of the Act to allot equity securities (within the meaning of 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, provided that the power shall be limited to:

- i. the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under Resolution 13(ii), by way of a rights issue only) to:
 - a. holders of ordinary shares in proportion (as near as may be practicable) to their existing holdings; and
 - b. holders of other equity securities as required by the rights of those securities or, as the Directors otherwise consider it necessary,

and so that the Directors 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, any territory, or any matter whatsoever; and

- ii. in the case of the authority granted under Resolution 13(i), the allotment (otherwise than under paragraph (i) above) of equity securities or sale of treasury shares for cash up to an aggregate nominal amount of £6,499,765.

This power shall apply until the conclusion of the annual general meeting of the Company to be held in 2022 (or, if earlier, 30 June 2022) but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires, and the Directors may allot equity securities (and sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Authority to disapply pre-emption rights for MCS issuances

Resolution 16

That if Resolution 14 is passed, the Directors be and are hereby authorised to allot equity securities (within the meaning of the Act) for cash pursuant to the power conferred on the Directors by Resolution 14 as if Section 561 of that Act did not apply to such allotment.

This authority shall apply until the conclusion of the Company's annual general meeting to be held in 2022, (or, if earlier, 30 June 2022), but in each case so that the Company may make offers and enter

into agreements under this authority during the relevant period which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority expires, and the Directors may allot equity securities (or sell treasury shares) in pursuance of such offer or agreement as if the authority conferred hereby had not expired).

Authority to purchase own shares

Resolution 17

That the Company be hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (as defined in section 693(4) of the Act) of ordinary shares provided that:

- i. the maximum number of ordinary shares which may be purchased is 259,990,600;
- ii. the minimum price (excluding stamp duty and expenses) which may be paid for each such share is £0.05;
- iii. the maximum price (excluding stamp duty and expenses) which may be paid for each such share is the higher of:
 - a. an amount equal to 5% 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 day on which the Company agrees to purchase the ordinary shares; and
 - b. the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out.

The authority shall apply until the conclusion of the annual general meeting of the Company to be held in 2022 (or, if earlier, 30 June 2022), except in relation to the purchase of shares the contracts for which are concluded before such expiry and which will or may be completed or executed wholly or partly after such expiry, unless such authority is renewed prior to such time.

Notice of general meetings

Resolution 18

That the Directors be hereby authorised to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice.



Alan Porter
General Counsel and Company Secretary