

## Petershill Partners plc Announces Results of Annual General Meeting held on 31 May 2022 -

### Full text of the resolutions and summary of the results

#### Ordinary Business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the annual report and accounts for the financial year ended 31 December 2021 (“**Annual Report and Accounts**”) together with the directors’ report thereon and the independent auditor’s report on the audited accounts.
2. To receive and approve the directors’ remuneration report (other than the part containing the directors’ remuneration policy referred to in resolution 3 below) contained within the Annual Report and Accounts. To approve the Dividend Policy.
3. To receive and approve the directors’ remuneration policy set out on pages 66 to 67 of the directors’ remuneration report contained within the Annual Report and Accounts, such directors’ remuneration policy to take effect from the date of its adoption.
4. To declare a final dividend for 2021 of 2.6 cents per share on the Company’s ordinary shares.
5. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting.
6. To authorise the Audit and Risk Committee, on behalf of the Board to determine the remuneration of PricewaterhouseCoopers LLP.
7. To elect Naguib Kheraj as a Director.
8. To elect Everard Barclay Simmons as a Director.
9. To elect Annemarie Durbin as a Director.
10. To elect Erica Handling as a Director.
11. To elect Mark Merson as a Director.
12. That, in substitution for all subsisting authorities to the extent unused, the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (“CA 2006”) to:
  - (a) allot shares in the capital of the Company and grant rights to subscribe for, or to convert any security into shares in the Company:
    - (i) up to an aggregate nominal amount of US\$3,855,653; and
    - (ii) comprising equity securities (as defined in the CA 2006) up to an aggregate nominal amount of US\$ 7,711,306 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:
      - A. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings;
      - B. to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

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 other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2023); and

- (b) make an offer or agreement 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 this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;

and that all existing authorities given to the Directors pursuant to section 551 of the UK Companies Act 2006 be revoked by this Resolution but without prejudice to the continuing authority of the Directors to allot shares in the Company, or grant rights to subscribe for or convert any security into shares in the Company, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

## **Special Resolutions**

13. To consider and, if thought fit, to pass the following as a special resolution:

That, subject to the passing of Resolution 12 above, in substitution for all subsisting authorities to the extent unused, the Directors be generally authorised, pursuant to section 570 and section 573 of CA 2006, to allot equity securities (within the meaning of section 560, CA 2006) for cash pursuant to the authority conferred by Resolution 12, as if section 561(1) CA 2006 did not apply to any such allotment, provided that:

- (a) such authority shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under Resolution 12(a)(ii), by way of a rights issue only):
  - i. to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to people who hold other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

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 other matter;

- (b) in the case of the authority granted under Resolution 12(a)(i) shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of US\$ 578,348; and

- (c) such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2023), save that the Company may make offers and enter into agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers and agreements as if the authority conferred hereby had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3), CA 2006 as if in the first paragraph of this Resolution the words “pursuant to the authority conferred by Resolution 12 in the notice of the meeting” were omitted.

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

That, subject to the passing of Resolution 12 and 13 above and in addition to any power given to them pursuant to Resolution 13, the Directors be generally empowered pursuant to section 570 and section 573, CA 2006 to allot equity securities (as defined in the CA 2006) for cash, pursuant to the authority conferred by Resolution 12 in the notice of the meeting as if section 561(1) of the CA 2006 did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in a general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 30 June 2023), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) in the case of the authority granted under Resolution 12(a)(i), shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of US\$ 578,348 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within six months of 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 the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the CA 2006 as if in the first paragraph of this resolution the words “pursuant to the authority conferred by Resolution 12 in the notice of the meeting” were omitted.

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

That, in substitution for all subsisting authorities to the extent unused, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) CA 2006) of ordinary shares of US\$0.01 each in the capital of the Company on such terms and in such manner as the Directors shall from time to time determine, provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 115,669,602;
- (b) the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal value of an Ordinary Share at the time of such purchase;
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be not more than the higher of (i) an amount equal to 105 per cent. of 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 that 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 on the trading venues where the purchase is carried out;

- (d) the authority hereby conferred shall expire at the conclusion of the next AGM of the Company after the passing of this Resolution or 30 June 2023, whichever is the earlier (unless previously revoked, varied or renewed by the Company in general meeting prior to such time); and
- (e) the Company may enter into a contract or contracts to purchase Ordinary Shares under this authority before the expiry of this authority and concluded in whole or in part after the expiry of this authority.

16. 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 AGM, may be called on not less than 14 clear days' notice.

Summary Totals

Petershill Partners PLC

Annual General Meeting, 31-MAY-2022 13:00

ORDINARY SHARES

<b>Resolution</b>	<b>In Favour Votes</b>	<b>Discretion Votes</b>	<b>Against Votes</b>	<b>Withheld Votes</b>
1	1,098,801,566	0	0	0
2	1,098,798,448	0	2,275	843
3	1,098,799,848	0	875	843
4	1,098,801,566	0	0	0
5	1,098,801,566	0	0	0
6	1,098,789,701	0	11,865	0
7	1,097,665,929	0	1,135,637	0
8	1,098,801,566	0	0	0
9	1,098,801,566	0	0	0
10	1,098,801,566	0	0	0
11	1,098,801,566	0	0	0
12	1,083,251,405	0	15,550,161	0
13	1,084,316,341	0	14,485,225	0
14	1,084,233,153	0	14,568,413	0
15	1,098,788,858	0	843	11,865
16	1,098,590,215	0	210,508	843