

Petershill Partners plc Announces Results of Annual General Meeting held on 22 May 2025 -

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 2024 (“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 contained within the Annual Report and Accounts.
3. To receive and approve the directors’ remuneration policy set out on page 54 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 2024 of 10.5 cents per share on the Company’s ordinary shares.
5. To re-appoint PricewaterhouseCoopers LLP (“PwC”) 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 PwC.
7. To re-elect Naguib Kheraj as a Director
8. To re-elect Everard Barclay Simmons as a Director
9. To re-elect Annemarie Durbin as a Director.
10. To re-elect Erica Handling as a Director.
11. To re-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\$3,605,693; and
 - (ii) comprising equity securities (as defined in CA 2006) up to an aggregate nominal amount of US\$7,211,387 (including within such limit any shares issued or rights granted under paragraph (i) above) in connection with an offer:
 - 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 2026); 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 CA 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

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

13. 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 sections 570 and 573 of CA 2006, to allot equity securities (within the meaning of section 560 of CA 2006) for cash pursuant to the authority conferred by Resolution 12, as if section 561(1) of 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:
 - 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\$1,081,708;
- (c) following an allotment of equity securities being made pursuant to paragraph (b) (a “paragraph 13(b) allotment”), such authority shall be limited to the allotment of equity securities for cash

otherwise than pursuant to paragraph (a) or (b) up to a nominal amount equal to 20 per cent. of the nominal amount of that paragraph 13(b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of 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; and

- (d) 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 2026), 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) of 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. That, subject to the passing of Resolutions 12 and 13 above and in addition to any power given to them pursuant to Resolution 13, the Directors be generally empowered pursuant to sections 570 and 573 of CA 2006 to allot equity securities (as defined in CA 2006) for cash, pursuant to the authority conferred by Resolution 12 in the notice of the meeting as if section 561(1) of 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 2026), 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\$1,081,708 and provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve 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;
- (c) following an allotment of equity securities being made pursuant to paragraph (b) (a “paragraph 14(b) allotment”), shall be limited to the allotment of equity securities for cash otherwise than pursuant to paragraph (a) or (b) up to a nominal amount equal to 20 per cent. of the nominal amount of that paragraph 14(b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer determined by the Directors to be of a kind contemplated by paragraph 3 of section 2B of 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 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. 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) of CA 2006) of ordinary shares of US\$0.01 each in the capital of the Company (“**Ordinary Shares**”) 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 108,170,816;
 - (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 2026, whichever is the earlier (unless previously revoked, varied or renewed by the Company in a 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. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Summary Totals

Petershill Partners PLC

Annual General Meeting, 22-MAY-2025 13:00

ORDINARY SHARES

	FOR		AGAINST		Votes withheld
	No. of votes	%	No. of votes	%	No. of votes
Resolutions					
Resolution 1 To receive the annual report and accounts for the financial year ended 31 December 2024 (“ Annual Report and Accounts ”) together with the directors’ report thereon and the independent auditor’s report on the audited accounts.	973,641,392	99.81%	1,826,747	0.19%	107,888
Resolution 2 To receive and approve the directors’ remuneration report contained within the Annual Report and Accounts.	973,732,524	99.81%	1,831,137	0.19%	12,366
Resolution 3 To receive and approve the directors’ remuneration policy set out in the directors’ remuneration report contained within the Annual Report and Accounts, such directors’ remuneration policy to take effect from the date of its adoption.	975,557,927	100%	4,788	0%	13,312
Resolution 4 To declare a final dividend for 2024 of 10.5 cents per share on the Company’s ordinary shares.	975,575,629	100%	398	0%	-
Resolution 5 To re-appoint PricewaterhouseCoopers LLP (“PwC”) as auditor of the Company to hold office from the conclusion of this AGM until the conclusion of the next annual general meeting.	975,575,629	100%	398	0%	-

Resolution 6 To authorise the Audit and Risk Committee, on behalf of the Board, to determine the remuneration of PwC.	975,564,129	100%	11,898	0%	-
Resolution 7 To re-elect Naguib Kheraj as a Director.	969,821,232	99.41%	5,748,145	0.59%	6,650
Resolution 8 To re-elect Everard Barclay Simmons as a Director.	973,769,624	99.82%	1,800,699	0.18%	5,704
Resolution 9 To re-elect Annemarie Durbin as a Director.	973,758,124	99.81%	1,812,199	0.19%	5,704
Resolution 10 To re-elect Erica Handling as a Director.	973,769,624	99.82%	1,800,699	0.18%	5,704
Resolution 11 To re-elect Mark Merson as a Director.	973,768,678	99.82%	1,800,699	0.18%	6,650
Resolution 12 Authority to allot shares.	975,546,897	100%	28,184	0%	946
Resolution 13* Disapplication of pre-emption rights.	975,274,674	99.97%	301,353	0.03%	-
Resolution 14* Disapplication of additional pre-emption rights.	975,021,995	99.94%	554,032	0.06%	-
Resolution 15*					

Authority for the Company to purchase its own shares.	972,349,188	99.67%	3,226,839	0.33%	-
Resolution 16* That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.	975,255,980	99.97%	320,047	0.03%	-

*indicates a Special Resolution