

## **Hampden & Co plc (the "Company")**

Registered Number SC386922

### **MINUTES of the ANNUAL GENERAL MEETING**

**of the Company held at 9 Charlotte Square Edinburgh EH2 4DR on  
27 May 2022 at 14:00**

#### **Company Officers present:**

Mr. Graeme Hartop (Chief Executive Officer) Chairman of the Meeting

Mr. Richard Lyon (Company Secretary)

#### **1. Introduction**

- 1.1. It was noted that Mr. Hartop was chairman of the meeting.
- 1.2. Mr. Lyon announced the presence of a quorum and declared that the meeting had been duly convened and that it was therefore competent to proceed to business.
- 1.3. The Notice of Meeting (the "Notice of Meeting") sent to shareholders on 4 May 2022 was taken as read.

#### **2. Resolution 1**

- 2.1. The Chairman proposed Resolution 1 as set out in the Notice of Meeting.
- 2.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-  
"To receive the Company's accounts for the financial period ended 31 December 2021 and the associated reports of the Directors and the auditors."
- 2.3. Mr. Lyon announced that the results of the proxy vote on Resolution 1 were as follows:-  
72,414,266 in favour;  
none against.

#### **3. Resolution 2**

- 3.1. The Chairman proposed Resolution 2 as set out in the Notice of Meeting.
- 3.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-  
"To re-appoint Deloitte LLP as the Company's auditors to hold office from the conclusion of

the meeting until the conclusion of the next general meeting at which accounts are laid before the Company.”

- 3.3. Mr. Lyon announced that the results of the proxy vote on Resolution 2 were as follows:-  
72,414,266 in favour;  
none against.

#### **4. Resolution 3**

- 4.1. The Chairman proposed Resolution 3 as set out in the Notice of Meeting.  
4.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-  
“To authorise the Board of Directors of the Company to determine the remuneration of the Company's auditors.”  
4.3. Mr. Lyon announced that the results of the proxy vote on Resolution 3 were as follows:-  
72,414,266 in favour;  
none against.

#### **5. Resolution 4**

- 5.1. The Chairman proposed Resolution 4 as set out in the Notice of Meeting.  
5.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-  
“To approve the updated Remuneration Policy.”  
5.3. Mr. Lyon announced that the results of the proxy vote on Resolution 4 were as follows:-  
72,404,266 in favour;  
10,000 against.

#### **6. Resolution 5**

- 6.1. The Chairman proposed Resolution 5 as set out in the Notice of Meeting.  
6.2. Following a vote on a show of hands in accordance with the Company's Articles of Association, the Chairman declared that the following resolution had been duly passed:-  
“(a) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board of Directors of the Company (the "Board") be and it is hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the capital of the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £893,399.10, provided that this authority shall expire at the earlier of (i) the close of the Company's 2023 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless

previously revoked, varied or extended by the Company in general meeting, and save that the Company may at any time prior to the expiry of this authority make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after such expiry and the Board may allot shares or grant such rights in pursuance of such an offer or agreement as if this authority had not expired; and

- (b) That in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date of the passing of this resolution, the Board be and it is hereby generally empowered, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) (including the grant of rights to subscribe for, or to convert any security into, shares in the capital of the Company) and to sell equity securities held by the Company as treasury shares (within the meaning of section 560(3) of the Act) for cash pursuant to the authority conferred on the Board by Resolution 5(a), 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 the allotment of equity securities and the sale of treasury shares up to an aggregate nominal amount of £893,399.10 and shall expire at the earlier of (i) the close of the Company's 2023 annual general meeting; and (ii) 11.59 p.m. on the date being 18 months from the date that this resolution is passed by the members unless previously revoked, varied or extended by the Company in general meeting, and save that the Company may, before such expiry, make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.”

6.3. Mr. Lyon announced that the results of the proxy vote on Resolution 5 were as follows: -

72,182,332 in favour;

231,934 against.

## **7. Conclusion**

7.1. There being no further business, the Chairman closed the Meeting at 14:10.

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