

**RESOLUTIONS  
of  
Marston's PLC  
(Company Number 31461)  
Passed 23 January 2024**

At the Annual General Meeting of Marston's PLC, held at The Farmhouse at Mackworth, 60 Ashbourne Road, Derby DE22 4LY, the following Resolution numbered 12 was passed as an Ordinary Resolution and Resolutions numbered 13 to 15 were passed as Special Resolutions:

***Ordinary resolutions***

**Resolution 12**

THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) Up to a nominal amount of £15,589,484 (such amount to be reduced by any allotments or grants made under paragraph 12.b. below in excess of £15,589,484; and
- (b) Comprising equity securities (as defined in section 560(1) of the 2006 Companies Act (the "Act")) up to a nominal amount of £31,178,968 (such amount to be reduced by any allotments made under paragraph 12.a. above) in connection with an offer by way of a rights issue:
  - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider 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 any treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or any other matter.

This authority shall (unless renewed, varied or revoked by the Company) expire on the date of the 2025 AGM (or, 22 April 2025, whichever is sooner) save that the Company may make offers and enter into agreements before this authority expires which would, or might, require equity securities to be allotted or subscription or conversion rights to be granted after the authority ends and the Directors may allot equity securities or grant rights to subscribe for or convert securities into ordinary shares under any such offer or agreement as if the authority had not ended. This authority replaces all previous authorities.

***Special Resolutions***

**Resolution 13**

THAT, subject to the passing of resolution 12 above, the Directors be authorised to allot equity securities (as defined in section 560 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 such authority shall be limited:

- a. To the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but, in the case of the authority granted under Resolution 12.b. above, by way of a rights issue only):
  - i. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider 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 other matter; and

In the case of the authority granted under Resolution 12.a. above and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under section (a.) of this resolution) up to a nominal amount of £2,338,422 and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the 2025 AGM, (or, 22 April 2025, whichever is sooner), save that the Company may make offers, and enter into agreements which would, or might, require equity securities to be allotted (or treasury shares to be sold) after the authority ends and the Directors may allot equity securities (or sell treasury shares) under any such offer or agreement as if the authority had not ended.

#### **Resolution 14**

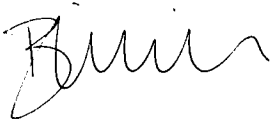
THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 7.375 pence each in the capital of the Company, subject to the following conditions:

- a. the maximum number of ordinary shares which may be purchased is 63,414,851;
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is 7.375 pence;
- c. the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the 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 for an ordinary share as derived from the London Stock Exchange Trading System; and
- d. the authority conferred by this resolution shall expire at the conclusion of the 2025 AGM or, if earlier, at the close of business on the date which is 18 months from the date on which this resolution is passed (except in relation to the purchase of shares the contract for which was made before the expiry of this authority and which might be concluded wholly or partly after such expiry).

#### **Resolution 15**

THAT a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

Certified a true copy of all the ordinary and special resolutions passed at the meeting.

A handwritten signature in black ink, appearing to read 'B. Raybould', written in a cursive style.

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Bethan Raybould  
General Counsel and Company Secretary