

Rockpool Acquisitions PLC

Results of Annual General Meeting

The Annual General Meeting of Rockpool Acquisitions PLC was held on Monday 23 September 2024

The table below sets out the results of the poll on all 11 resolutions (resolution 1 - 10 were proposed as ordinary resolutions) and resolution 11 was proposed as a special resolution) set out in the notice of the meeting.

Resolution	Votes "For"	% of Votes Cast "For"	Votes for "Abstain"	% of Votes Cast "Abstain"	Votes "Against"	% of Votes Cast "Against"	Total Issued Share Capital Voted	Total % of Issued Share Capital Voted
1. To receive the Company's annual accounts for the financial year ended 31 March 2024 together with the strategic report, the directors' report and the auditor's report on those accounts.	3,700,003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
2. To re-appoint Richard Beresford who is retiring by rotation in accordance with the Company's articles of association, being recommended by the board and eligible for re-appointment as a director of the Company.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
3. To re-appoint Michael Irvine who is retiring by rotation in accordance with the Company's articles of association, being recommended by the board and eligible for re-appointment as a director of the Company.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
4. To re-appoint Neil Adair who is retiring by rotation in accordance with the Company's articles of association, being recommended by the board and eligible for re-appointment as a director of the Company.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
5. To approve the Directors' Remuneration Report (other than the Directors' Remuneration Policy) set out on pages 14 to 16 of the annual report for the financial year ended 31 March 2024.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
6. To approve the Directors' Remuneration Policy set out on pages 15 to 16 of the annual report for the financial year ended 31 March 2024.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
7. To re-appoint Grant Thornton (NI) LLP as the Company's auditor to hold office from the conclusions of this meeting until the conclusion of the next annual general meeting at which account are laid before the Company.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
8. To authorise the directors of the Company to determine the auditor's remuneration.	3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%

9.To approve, pursuant to Article 112.4 of the Company’s Articles of Association, the relaxation of the operation of Article 111 thereof so that the directors may, notwithstanding any interest they may have, vote and form part of the quorum in relation to any issue of shares or rights to acquire shares or any other transaction or arrangement that is put before the directors for their approval for the purposes of or in connection with any acquisition to be made by the Company or the readmission of the Company’s shares to the market immediately following an acquisition including without limitation the grant of options to the Directors.

3700003	100%	NIL	NIL	NIL	NIL	3,700,003	29.1%
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10. To authorise the directors generally and unconditionally for the purposes of section 551 of the Companies Act 2006 to exercise any power of the Company to (i) offer or allot; (ii) grant rights to subscribe for or to convert any security into; and (iii) otherwise deal in or dispose of, any shares (or any options, warrants, conversion rights and all other rights to acquire or subscribe for shares) to any person, at any time and subject to any terms and conditions as the directors think proper.

3200003	86.5%	NIL	NIL	500000	13.5%	3,700,003	29.1%
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The authority referred to in this resolution shall be limited to shares having a maximum nominal amount of £100,000,000 and shall only apply insofar as the Company has not, subject to the Company’s articles of association, renewed, waived or revoked it by ordinary resolution and shall expire, if not renewed prior to such time, on the date occurring 24 months from the date of the passing of this resolution save that the expiry of this authority shall not affect the offer, allotment, grant or dealing after the expiry of this authority where such offer, allotment, grant or dealing was approved pursuant to this authority.

3200003	86.5%	NIL	NIL	500000	13.5%	3,700,003	29.1%
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11. **THAT**, in accordance with section 570(1) of the Companies Act 2006 (the Act), the directors be granted the power to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authorisation granted by resolution 10 as if section 561 (existing shareholders’ right of pre-emption) did not apply to the allotment or applied to the allotment with such modifications as the directors may determine. In accordance with section 570(4) of the Act, the directors may, prior to the expiry of the power conferred by this resolution, make an offer or agreement which would, or might, require any equity securities to be allotted after the expiry of such power (and the directors may allot equity securities in pursuance of such an offer or agreement as if such power had not expired).

3200003	86.5%	NIL	NIL	500000	13.5%	3,700,003	29.1%
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There are currently 12,725,003 Ordinary Shares of £0.05 each in Rockpool Acquisitions PLC in issue