



Fresnillo Plc
21 Upper Brook Street
London W1K 7PY
United Kingdom
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21 May 2024

Company Number: 06344120

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**RESOLUTIONS OF FRESNILLO PLC (the COMPANY)
(passed on 21 May 2024)**

At the Annual General Meeting of the members of the Company convened and held on 21 May 2024, the following resolutions were duly passed:

As an Ordinary Resolution:

Resolution 18: Directors' authority to allot

THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (or the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of US\$122,815,598, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the Act and provided that this authority shall expire at the end of the next annual general meeting of the Company or on at 6.00 pm on 21 August 2025, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting) save that the Company may before such expiry make offers and enter into agreements 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 the authority given by this resolution has expired.

As a Special Resolution:

Resolution 19: Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 18 above, the Board be authorised pursuant to Section 570 and Section 573 of the Companies Act 2006 (the "Act") to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by that resolution or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Act, as if Section 561(1) and sub-sections (1) to (6) of Section 562 of the Act did not apply to such allotment, in each case:

- (A) in connection with a pre-emptive offer; and
- (B) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of US\$18,422,339;

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, at 6.00 pm on 21 August 2025 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority given by this Resolution has expired and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- i. “pre-emptive offer” means an offer of equity securities open for acceptance for a period fixed by the Directors to (a) holders (other than the Company) on the register on a record date fixed by the Directors of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings and (b) other persons so entitled by virtue of the rights attaching to any other equity securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- ii. references to an allotment of equity securities shall include a sale of treasury shares; and
- iii. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

As a Special Resolution:

Resolution 20: Disapplication of pre-emption rights in connection with an acquisition or other capital investment

THAT, subject to the passing of Resolution 18 above, the Board be authorised pursuant to Section 570 and Section 573 of the Companies Act 2006 (the “Act”) in addition to any authority granted under Resolution 19, to allot equity securities (as defined in Section 560(1) of the Companies Act 2006) wholly for cash pursuant to the authority given by Resolution 19 or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 as if Section 561(1) and sub-sections (1) to (6) of Section 562 of the Act did not apply to any such allotment, such authority to be:

- (A) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of US\$18,422,339; and
- (B) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022,

such authority to expire at the end of the next AGM of the Company (or, if earlier, at 6.00 pm on 21 August 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority given by this resolution has expired and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

As a Special Resolution:

Resolution 21: Authority to purchase own shares

THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 (the “Act”) to make market purchases (as defined in section 693 of the Act) of Ordinary Shares in the capital of the Company, provided that:

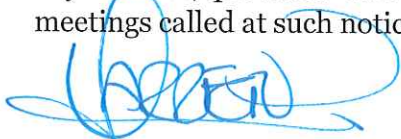
- (a) the maximum number of Ordinary Shares that may be purchased is 73,689,358;

- (b) the minimum price that may be paid for an Ordinary Share shall be not less than the nominal value of such share;
- (c) the maximum price to be paid for each Ordinary Share shall be the higher of (i) an amount equal to 5% above the average of the middle market quotation for the Company's Ordinary Shares as derived from the London Stock Exchange's Daily Official List for the five business days' prior to the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current bid for an Ordinary Share as derived from the London Stock Exchange Trading System; and
- (d) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier at 6.00 pm on 21 August 2025, unless such authority is previously renewed, varied or revoked by the Company in a general meeting; and
- (e) the Company may enter into a contract to purchase its Ordinary Shares under this authority prior to its expiry, which will or may be executed wholly or partly after such expiry, and the Company may purchase its Ordinary Shares in pursuance of any such contract.

As a Special Resolution:

Resolution 22: Notice Period of general meetings

THAT a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice, provided that facilities are available to shareholders to vote by electronic means for meetings called at such notice.



Gerardo Carreto
Company Secretary
21 May 2024