

Company No. 00358949

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

WM MORRISON SUPERMARKETS PLC

(THE "COMPANY")

At a general meeting of Wm Morrison Supermarkets plc duly convened and held on 19 October 2021 at 12.45 p.m. at Hilmore House, Gain Lane, Bradford, West Yorkshire, BD3 7DL, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT:

- (a) for the purpose of giving effect to the scheme of arrangement dated 25 September 2021 between Wm Morrison Supermarkets PLC (the "**Company**") and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chair hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Bidco and approved or imposed by the Court (the "**Scheme**"), the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect;
- (b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new Article 158:

"158 SCHEME OF ARRANGEMENT

For the purposes of this Article 158:

- "**Bidco**" means Market Bidco Limited, a private limited company incorporated in England and Wales with registered number 13537474 whose registered office is at C/O Alter Domus (UK) Limited, 18 St Swithin's Lane, London, United Kingdom, EC4N 8AD; and
- "**Morrisons Scheme**" means the scheme of arrangement dated 25 September 2021 under Part 26 of the Act between the Company and the Scheme Shareholders (as defined in the Morrisons Scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales.
 - (a) Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Bidco, any subsidiary of Bidco or any nominee(s) of Bidco) after the adoption of this Article and at or prior to the Scheme Record Time (as defined in the Morrisons Scheme), such shares shall be issued subject to the terms of the Morrisons Scheme and the holders of such shares shall be bound by the Morrisons Scheme accordingly.
 - (b) Notwithstanding any other provision of these Articles, subject to the Morrisons Scheme becoming effective, any shares issued, or transferred to any person (other than to Bidco, any subsidiary of Bidco or any nominee(s) of Bidco) after the Scheme Record Time (a "**New Member**") (each a "**Post-Scheme Share**") shall be issued on terms that they shall on the Effective Date (as defined in the Morrisons Scheme) or, if later, on issue (but subject to the terms of Articles 158(c) and 158(d) below), be immediately transferred to Bidco (or as it may direct) (the "**Purchaser**"), who shall be obliged to acquire each Post-Scheme Share in consideration of and conditional upon

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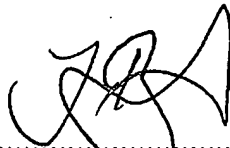
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the payment by or on behalf of Bidco to the New Member of an amount in cash for each Post-Scheme Share equal to the consideration to which a New Member would have been entitled had such Post-Scheme Share been a Scheme Share.

- (c) On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 158(b) shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this Article to such shares shall, following such adjustment, be construed accordingly.
- (d) To give effect to any transfer of Post-Scheme Shares required pursuant to this Article 158, the Company may appoint any person as attorney and/or agent for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of such attorney or agent be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and, pending such vesting, to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney or agent is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 158(b) above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder), or any alternative method communicated by the Purchaser to the New Member, for the purchase price of such Post-Scheme Shares as soon as practicable and in any event within 14 days of the date on which the Post-Scheme Shares are issued to the New Member.
- (e) If the Morrisons Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) clause 6 of the Morrisons Scheme, this Article 158 shall cease to be of any effect.
- (f) Notwithstanding any other provision of these Articles, both the Company and the Board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date other than to Bidco and its nominee(s) pursuant to the Scheme."; and
- (c) subject to and conditional upon the Scheme becoming effective, pursuant to section 97 of the Companies Act 2006, the Company be re-registered as a private limited company with the name "Wm Morrison Supermarkets Limited" with effect from the date approved by the Registrar of Companies.



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Company Secretary