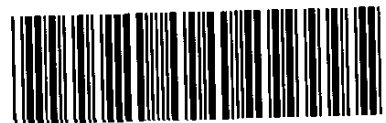


SEPARATOR SHEET

COMPANIES HOUSE BARCODE

THURSDAY



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COMPANIES HOUSE

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF MURPHY PLANT LIMITED (Company)**

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as ordinary and special resolutions of the Company.

SPECIAL RESOLUTIONS

- 1 That the provisions of the articles of association of the Company be altered by the insertion of a new Article 13 as follows:

"Transfer of shares to Secured Institutions

- 13 Notwithstanding anything contained in these articles, whether expressly or impliedly *contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles)*:
- 13.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- (a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
 - (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a *Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.*

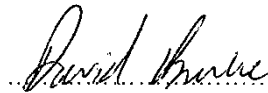
- 13.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 21.1(a) above).
- 13.3 The lien set out in Article 3, shall not apply to shares held by a Secured Institution (as defined in Article 21.1(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

ORDINARY RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the Appendix to this Written Resolution (**Documents**), which the Company is proposing to enter into be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit).
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

Signed for and on behalf of
J.Murphy & Sons Limited

.....

Date: 17 July 2018

The Appendix

Documents

- 1 a facility agreement (**Facility Agreement**) to be made between J. Murphy & Sons Limited as borrower (**Borrower**), the Borrower and certain of its subsidiaries, including the Company, as original guarantors and Lloyds Bank plc as arranger, original lender, security agent (**Security Agent**) and agent; and
- 2 a debenture to be given by, amongst others, the Company in favour of the Security Agent.

EXPLANATORY STATEMENT TO MEMBER

(This explanatory statement is not part of any proposed written resolution).

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to members on 17 July 2018 (**Circulation Date**).
- 3 "Eligible members" are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document please follow the procedure below:
 - (a) you (or someone acting on your behalf) must sign, print your name beneath and date this document;
 - (b) if someone else is signing this document on your behalf under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document;
 - (c) please return the document to the Company at its registered office address marked "for the attention of the company secretary" or hand it to the company secretary in person;
- 5 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date.
- 6 If this document is not received by this time your vote will not count. Unless sufficient eligible members sign and return this document by that deadline, the proposed written resolutions will lapse.
- 7 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.

Company No. 00986181

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF MURPHY PLANT LIMITED (Company)

On 17 July 2018 the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTIONS

- 1 That the provisions of the articles of association of the Company be altered by the insertion of a new Article 13 as follows:

"Transfer of shares to Secured Institutions

- 13 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

- 13.1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (d) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- (e) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (f) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

- 13.2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 21.1(a) above).
- 13.3 The lien set out in Article 3, shall not apply to shares held by a Secured Institution (as defined in Article 21.1(a) above).

Any variation of this Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company".

ORDINARY RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the documents listed in the Appendix to this Written Resolution (Documents), which the Company is proposing to enter into be and are hereby approved (copies of such Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit).
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).



Director

The Appendix

Documents

- 1 a facility agreement (**Facility Agreement**) to be made between J. Murphy & Sons Limited as borrower (**Borrower**), the Borrower and certain of its subsidiaries, including the Company, as original guarantors and Lloyds Bank plc as arranger, original lender, security agent (**Security Agent**) and agent; and
- 2 a debenture to be given by, amongst others, the Company in favour of the Security Agent.

LETTER TO AUDITORS

PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

For the attention of

17 July 2018

Dear Sirs


Murphy Plant Limited (Company) - Written resolution

On behalf of the board of directors of the Company, we are writing to you to enclose for your information a copy of the written resolutions of the Company which it is proposed to send to the sole eligible member of the Company.

This copy is sent to you as the auditors to the Company to comply with section 502 of the Companies Act 2006. You are not asked by the Company to advise on this.

Please acknowledge your safe receipt of this letter and its enclosure.

Yours faithfully



For and on behalf of
Murphy Plant Limited

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

MURPHY PLANT LIMITED

(Adopted by Special Resolution passed on the 17th day of July 2018)

PRELIMINARY

- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARES

- 2 (A) Subject to sub-Article (B) hereof all. Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
- (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital at the time of adoption of these Articles; and that this authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.
- (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
- (D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.
- 3 The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether or not fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share, to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof ,

GENERAL MEETINGS

- 4 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
- 5 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
- 6 Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

- 7 Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
- 8 If the resolution or instrument by which a Director is appointed so provides, he shall be a Permanent Director and not subject to retirement by rotation; and Clauses 73 to 75 (inclusive) of Table A shall not apply to any Permanent Director.
- 9 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 10 A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

- 11 Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

- 12 The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

TRANSFER OF SHARES TO SECURED INSTITUTIONS

- 13 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Article (to the effect that any provision contained in this Article shall override any other provision of these articles):

(A) The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- (i) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (**Secured Institution**) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

(B) The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 13(A) above).

(C) The lien set out in Article 3, shall not apply to shares held by a Secured Institution (as defined in Article 13(A) above).