

Company number: 02005619

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
MENZIES DISTRIBUTION SERVICES LIMITED
(the Company)

21 July 2022 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1 and 2 below are passed as written resolutions of the Company having effect as ordinary resolutions and resolution 3 is passed as a written resolution of the Company having effect as a special resolution (each being a Resolution and together being the Resolutions).

ORDINARY RESOLUTIONS

- 1 THAT the Company, for the purpose of carrying on its business enter into the arrangements (the Arrangements) to be effected under or pursuant to the documents listed below (the Documents) and perform its obligations and exercise its rights in relation to the Arrangements:
 - 1.1 an amendment and restatement agreement to be entered into between (1) Menzies Distribution Limited, (2) the Obligors (as therein defined) (including the Company), (3) The Royal Bank of Scotland Plc (RBS) as Agent and (4) RBS as Security Agent (the Amendment and Restatement Agreement) relating to a facilities agreement originally dated 31 January 2019 as previously amended and restated on 10 June 2021 (the Facilities Agreement) to be executed as a deed made between (1) Menzies Distribution Limited, (2) The Obligors (as defined therein) (including the Company), (3) RBS as Agent and (4) RBS as Security Agent pursuant to which the Facilities Agreement would be amended and restated;
 - 1.2 a supplemental group debenture to be granted by (1) the Original Chargors (as defined therein) (including the Company) in favour of (2) RBS as Security Agent; and
 - 1.3 a director's certificate in relation to the Company addressed to RBS which, among other things, confirms that borrowing or guaranteeing or securing, as appropriate, the Total Commitments would not cause any borrowing, guarantee, security or similar limit binding on any Obligor to be exceeded (each term as defined therein).
- 2 THAT the directors be authorised to pass and to implement such resolutions as they think fit in connection with the Company's entry into the Arrangements and the performance of its

obligations and the exercise of its rights in relation to the Arrangements, including as regards approval and execution and delivery of the Documents and all related matters.

SPECIAL RESOLUTION

- 3 THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following immediately after the existing article 20:

“20.2 Notwithstanding anything to the contrary contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration of any transfer of shares where such transfer:

20.2.1 is to any bank or institution or other person or entity to which such shares have been charged or mortgaged, or to any nominee of such a bank or institution or other person ("Secured Institution"); or

20.2.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or

20.2.3 is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under its security over the shares,

and the directors shall register any such transfer of shares forthwith following receipt.

20.3 Notwithstanding anything to the contrary contained in these articles, no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not.

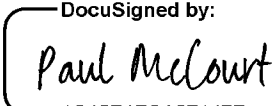
20.4 Notwithstanding anything to the contrary contained in these articles, the Company shall have no lien over shares in it which are charged or mortgaged in favour of a Secured Institution.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement or not to the resolution.

	For	Against
RESOLUTION 1	X	
RESOLUTION 2	X	
RESOLUTION 3	X	

The undersigned, being the sole member of the Company and only party entitled to vote on the resolutions on the Circulation Date, irrevocably votes in respect of the resolutions as indicated above.

DocuSigned by:

Signed.....1G45E1FCA27147F.....

Signed for and on behalf of Menzies Distribution Holdings Limited

Dated...21 July..... 2022

NOTES

- 1 If you wish to vote in favour of the resolution, please put an 'X' in the 'For' box next to the resolution. If you wish to vote against the resolution, please put an 'X' in the 'Against' box next to the resolution or leave both boxes next to the resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:
 - by hand: delivering the signed copy to Menzies Distribution Limited c/o Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL (Ref: JVC/ZAS/MEN01060.157);
 - by email: returning a scanned, signed copy to zara.shafiq@walkermorris.co.uk; or
 - by post: returning the signed copy to Menzies Distribution Limited c/o Walker Morris LLP, 33 Wellington Street, Leeds, LS1 4DL (Ref: JVC/ZAS/MEN01060.157).

If you do not agree with the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 3 The Resolutions will be passed if the Company receives before falling 14 days from the Circulation Date (the Lapse Date) signified agreement from a simple majority of the members of the Company. Where, by the Lapse Date, insufficient agreement has been received for the resolutions to pass, the resolutions will lapse. If you agree to the resolutions, please ensure that your agreement reaches us by 5 pm on the day before the lapse date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person 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.