

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MCBRIDE HOLDINGS LIMITED

Company Number: 02805339

(the “Company”)

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTION

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolutions be passed as an ordinary resolution in accordance with section 282 of the Companies Act 2006:

1. **THAT** the sum of £67,580,999.68 standing to the credit of the Company's revaluation reserve be and is hereby capitalised and appropriated as capital to the sole member of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full 105,595,312 ordinary shares of £0.64 each in the capital of the Company (the “**Bonus Shares**”) and to allot and issue such Bonus Shares, credited as fully paid up, to the sole member of the Company.

SPECIAL RESOLUTION

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolutions be passed as a special resolution in accordance with section 283 of the Companies Act 2006:

2. **THAT** subject to the Bonus Shares being allotted and issued:
 - (A) the share capital of the Company be reduced by £75,295,978.88 by cancelling and extinguishing 117,649,967 issued ordinary shares of £0.64 each and an equivalent amount be credited to a distributable reserve of the Company; and
 - (B) the share premium account of the Company as at the date on which this resolution is passed be reduced by £77,224,994.85, and an equivalent amount be credited to a distributable reserve of the Company.

By order of the board:

A handwritten signature in black ink, consisting of stylized, overlapping letters that appear to be 'MS'.

15th September 2023

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Director/Secretary

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Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 15 September 2023 (the “**Circulation Date**”).
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member’s agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that each of the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that Resolution 1 shall take effect as an ordinary resolution and Resolution 2 shall take effect as a special resolution.

M.W. Stickland .

15th September 2023

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Director/Secretary, signed on behalf of
MCBRIDE PLC

Date