

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

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

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

SPECIAL RESOLUTION

THAT, in relation to certain cash dividends made by the Company to its sole shareholder, McBride Plc ("**McBride**") in November 2015, April 2016, June 2017 and May 2018 (each a "**Relevant Dividend**" and together, the "**Relevant Dividends**"):

- (A) the sum of £50,099,000 (being the amount by which the aggregate value of the Relevant Dividends exceeded the profits of the Company available for distribution at the relevant times) be appropriated from the Company's distributable reserves and applied to the payment of the Relevant Dividends by reference, in each case, to the same record date as the original accounting entry for the Relevant Dividend.
- (B) any and all claims and demands which the Company has or may have arising out of or in connection with the approval, declaration or payment of the Relevant Dividends against McBride be waived and released, and that a deed of release in favour of McBride be entered into by the Company in the form of the draft submitted to McBride, and any director or duly authorised attorney of the Company in the presence of a witness or any two directors or duly authorised attorneys or any director or duly authorised attorney and the company secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
- (C) any and all claims and demands which the Company has or may have against each of the persons who was a director of the Company at the time of the approval, declaration or payment of any of the Relevant Dividends arising out of or in connection with the approval, declaration or payment of the Relevant Dividends, be waived and released, and that a deed of release in favour of such persons be entered into by the Company in the form of the draft submitted to McBride, and any director or duly authorised attorney of the Company in the presence of a witness or any two directors or duly authorised attorneys or any director or duly authorised attorney and the company

secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and

- (D) any distribution involved in the giving of the release referred to in paragraph (B) above in relation to the Relevant Dividends be made out of the relevant distributable profits of the Company appropriated to the Relevant Dividends, in each case by reference to record dates identical to the original accounting entries for the Relevant Dividends.

By order of the board:



18th September 2023

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Director

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 resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 18th 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. The period for agreeing to the written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

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

M.W. Stickland .

18th September 2023

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Director, signed on behalf of
MCBRIDE PLC

Date