

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HEADLAM GROUP EMPLOYEE TRUST COMPANY LIMITED (the "Company")

5 April 2022

(the "Circulation Date")

Pursuant to Section 288 of the Companies Act 2006 (the "CA 2006") the directors of the Company propose that resolution 1 be passed as a Special Resolution.

SPECIAL RESOLUTION

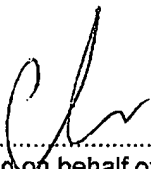
1. **THAT** the draft articles of association attached as Appendix 1 to this Resolution be adopted as the Company's new articles of association in substitution for, and to the exclusion of, the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the Resolution.

The undersigned, being the sole member of the Company and entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed



For and on behalf of
Headlam Group Plc

5 April 2022
Date



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-
 - By Hand: delivering the signed copy to a director of the Company.
 - By Post: returning the signed copy by post to the Company's registered office.
 - By Email: by attaching a scanned copy of the signed document to an e-mail and sending it to karen.atterbury@headlam.com
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.