

**THE COMPANIES ACT 2006 - PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**Spirit Group Retail Limited**  
**Registered number: 03794854**  
**("Company")**

Circulated on 17 November 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the director of the Company proposes that the following resolutions are unanimously passed as special resolutions (the "**Resolutions**");

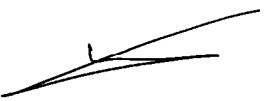
**SPECIAL RESOLUTIONS**

1. "THAT, pursuant to Section 641(1)(a) of the Act, 1,000,000 Preference shares of £1 each in the capital of the Company be cancelled and extinguished;
2. THAT the amounts arising from the reduction pursuant to resolution 1 above be credited to the profit and loss reserves of the Company; and
3. In accordance with article 4.11 of the articles of association of the Company we, being the holders of not less than three-quarters in nominal value of the issued Preference shares of £1 each in the capital of the Company, hereby irrevocably consent to and sanction the passing of the resolution 1 and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the Preference shares of £1 each as a class of shares that will or may be effected thereby."

**AGREEMENT**

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

The undersigned, being the director of the sole shareholder entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

  
RS .....

Signed by the director, for and on behalf of

**Spirit Retail Bidco Limited**

Date: 17 November 2023

**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.
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

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fail to reply.

3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.

4. Pursuant to section 642 of the Act, the Resolutions must be passed within 15 days of the date of the solvency statement relating to the reduction of capital (such date being 17 November 2023), and accordingly unless sufficient agreement has been received for the Resolutions to be passed within 15 days after the date of the solvency statement, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.