

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MURPHY SALISBURY LIMITED (Company)
(a company registered in England no.10168926)

WRITTEN RESOLUTION OF MEMBERS
AND WRITTEN CONSENT TO A VARIATION OF CLASS RIGHTS

1 November
Circulation Date: 2023

1 November
Date Passed: 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that following resolutions be passed as ordinary resolutions and special resolutions as indicated below (Resolutions and each a Resolution).

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 618 of the CA 2006, the following shares in the capital of the Company be subdivided as set out in the table below, such Subdivided Shares (as defined below) having the same rights and being subject to the same restrictions (save as to nominal value) as the Existing Shares (as defined below) as set out in the Company's articles of association for the time being (Articles):

Existing number and class/description of shares (Existing Shares)	New number and class/description of shares following the Subdivision (Subdivided Shares)
1 A ordinary share of £1.00	20 A ordinary shares of £0.05 each (A Ordinary Shares)
1 B ordinary share of £1.00	20 B ordinary shares of £0.05 each (B Ordinary Shares)
1 C ordinary share of £1.00	20 C ordinary shares of £0.05 each (C Ordinary Shares)
1 G ordinary share of £1.00	20 G ordinary shares of £0.05 each (G Ordinary Shares)

2. THAT, subject to the passing of Resolution 1 above, the directors of the Company be generally and unconditionally authorised to:
 - 2.1. capitalise a sum not exceeding £56.00 standing to the credit of the Company's profit and loss account, and to apply such sum in paying up in full 280 A Ordinary Shares, 280 B Ordinary Shares, 280 C Ordinary Shares and 280 G Ordinary Shares, each in the capital of the Company with an aggregate nominal value of £56.00 that may be allotted under the authority given by sub-paragraph 2.2 (Bonus Shares); and

- 2.2. in accordance with section 551 of the CA 2006, allot and issue, credited as fully paid up, the Bonus Shares with an aggregate nominal amount not exceeding £56.00 to the relevant sole shareholder of each corresponding class of shares as shown in the table below (Bonus Issue);

Shareholder	Bonus Shares to be allotted
Brijinder Kumar Gupta	280 A Ordinary Shares
Mark Bullock	280 B Ordinary Shares
Steven Barry Walsh	280 C Ordinary Shares
Luke Francis Bryan	280 G Ordinary Shares

and such authority shall for the purposes of section 551 of the CA 2006 shall expire on the fifth anniversary of the date of this Resolution.

SPECIAL RESOLUTION

3. THAT, subject to the passing of Resolution 2 above, in accordance with Article 4.1 of the Company's Articles, the pre-emption provisions of Article 4 of the Articles or any rights of pre-emption (however expressed) contained in the Articles or arising under the CA 2006 shall not apply to the issue of:

- 3.1. 280 A Ordinary Shares;
- 3.2. 280 B Ordinary Shares;
- 3.3. 280 C Ordinary Shares; and
- 3.4. 280 G Ordinary Shares,

in each case in the share capital of the Company and having the rights ascribed thereto in the Articles.

ORDINARY RESOLUTION

4. THAT, subject to the passing of Resolutions 1 - 3 above:
- 4.1. 288 A Ordinary Shares be and are hereby redesignated as 288 B2 ordinary shares of £0.05 each in the capital of the Company;
 - 4.2. 288 B Ordinary Shares be and are hereby redesignated as 288 B1 ordinary shares of £0.05 each in the capital of the Company;
 - 4.3. 288 C Ordinary Shares be and are hereby redesignated as 288 B3 ordinary shares of £0.05 each in the capital of the Company; and
 - 4.4. 288 G Ordinary Shares be and are hereby redesignated as 288 B4 ordinary shares of £0.05 each in the capital of the Company,

in each case, having the rights ascribed thereto in the New Articles (as defined below).

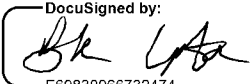
SPECIAL RESOLUTION

5. THAT, subject to the passing of Resolution 4 above, the articles of association attached to this resolution (New Articles) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

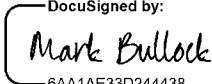
Please read the notes at the end of this document before signing your agreement to the Resolution.

AGREEMENT TO WRITTEN RESOLUTIONS

We the undersigned, having read the notes at the end of this document and being the persons entitled to vote on the Resolutions on the circulation date set out above, hereby irrevocably agree to the passing of the Resolutions.

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 BRIJINDER KUMAR GUPTA

Dated: 1 November 2023

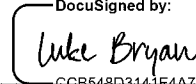
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 MARK BULLOCK

Dated: 1 November 2023

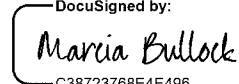
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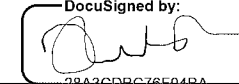
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 LUKE FRANCIS BRYAN

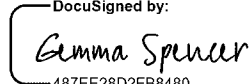
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 MARCIA BULLOCK

Dated: 1 November 2023

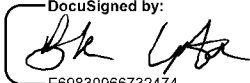
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 FRANCES WALSH

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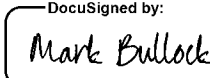
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 487EE28D2FB8480...
 GEMMA ROSE SPENCER

Dated: 1 November 2023


In accordance with section 630 of the Companies Act 2006 and Article 3.2.2 of the Articles we, being the holders of not less than three-quarters in nominal value of each of the issued A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and G Ordinary Shares, hereby irrevocably consent to and sanction the passing of each Resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and G Ordinary Shares (as the case may be) that will or may be effected thereby.

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BRIJINDER KUMAR GUPTA

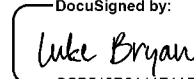
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MARK BULLOCK

Dated: 1 November 2023

DocuSigned by:

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STEVEN BARRY WALSH

Dated: 1 November 2023

DocuSigned by:

CCB548D3141F4A7...
LUKE FRANCIS BRYAN

Dated: 1 November 2023

NOTES

1. If you agree to the Resolutions, 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 Celixir House Stratford Business And Technology Park, Innovation Way, Banbury Road, Stratford-Upon-Avon, Warwickshire, England, CV37 7GZ.

By Post: returning the signed copy by post to the directors of the Company and the Company's registered office address.

By Electronic Means: via email to Jennie Davis of Shakespeare Martineau LLP at jennie.davis@shma.co.uk or via an electronic signature platform such as DocuSign.

2. If you do not agree to the Resolutions, you are not required to take any action.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within the period of 28 days commencing on the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before this date.