

THURSDAY



JNI
02/02/2023
COMPANIES HOUSE

JBWHP483

#93

Company No. NI010262

PRIMA BRANDS LIMITED

(the "Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 30 January 2023

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. Nature of written resolutions

- 1.1 This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The resolutions are proposed as special resolutions and require members holding more than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by 27 February 2023 (being 28 days from the date the resolutions were first circulated to members), the resolutions will lapse.

3. Action required if you wish to approve the resolutions:

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 Once you have signified your agreement to the resolutions, you cannot revoke it. Please ensure that your agreement reaches us no later than the close of business on 27 February 2023.
- 3.3 If you are signifying agreement to the resolutions 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 to the Company at the same time as you signify your agreement to the resolutions and in any event by no later than the close of business on 27 February 2023.

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

Company No. NI010262

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

PRIMA BRANDS LIMITED

(the "Company")

Written resolution of the Company pursuant to chapter 2 of part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as a special resolution as detailed below:

SPECIAL RESOLUTION

1. **THAT** the existing memorandum of association of the Company be deleted in its entirety;
2. **THAT** the articles of association of the Company attached to this resolution be adopted as the articles of association of the Company with effect from the date hereof; and
3. **THAT** the Company be authorised and directed to make all such filings as may be consequential to each of the above resolutions including, without limitation, the filing of a Form CC04 at Companies House, Belfast

Circulation date: 30 January 2023

Registered office:

2 Marshalls Road
Belfast
Northern Ireland
BT5 6SR

Agreement to written resolutions

We, the undersigned, being persons entitled to vote on the above resolutions, irrevocably agree to such resolutions:

Name of corporate member:	SANGERS (NORTHERN IRELAND) LIMITED	
Signed by SANGERS (NORTHERN IRELAND) LIMITED	<p>WENDY HALL</p> <p>.....</p> <p><i>Block capitals please</i></p>	
Signed by authorised person on behalf of corporate member:	<p>DocuSigned by:</p> <p><i>Wendy Hall</i></p> <p>.....1G13EB596BFE45C.....</p>	

Dated: 30 January 2023