

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

The Companies Act 2006

Written Resolution of the Members
(Proposed by the Sole Director)

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

I. THAT the articles of association of the Company be and are hereby altered with effect from the date hereof:

a. By the deletion of the wording in article 4.1 (Income) and 4.2 (Capital) and the insertion of the following:

"4.1 .—(1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends.

(2) A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.

(3) No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.

(4) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.

(5) If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear unless such dividend has been waived.

(6) The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.

(7) If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

4.2 .— On a distribution of assets of the company among its members on a winding up or other return of capital, the shareholders shall be entitled to receive, on a pari passu basis, the amount paid up or credited as paid up in respect of the nominal value of such shares. The balance (if any) of any remaining assets shall be distributed to the shareholders on a pari passu basis as if all shares constituted one class of share in proportion to the amounts paid up or credited as paid up on such shares.

b. By the deletion of the wording in article 4.9 (Redemption of the Additional Preference Shares) and the insertion of the words "The directors may determine the terms, conditions and manner of redemption of the Additional Preference Shares."

We, being the members of the Company, hereby signify our irrevocable agreement to the Resolutions.

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On behalf of Spirit Retail Bidco Limited

23 October 2023

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Date