

No. 358948

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**Resolution
of
Bunzl plc**

(Passed on 21 April 2021)

AT THE ANNUAL GENERAL MEETING of Bunzl plc duly convened and held in York House, 45 Seymour Street, London, W1H 7JT on Wednesday 21 April 2021 the following resolutions were passed:

Ordinary Resolutions

15. Approval of Policy related amendments to the Company's Long Term Incentive Plan

THAT the proposed amendments to Part B of the rules of the Bunzl Long Term Incentive Plan (2014) (the "LTIP"), in the form presented to the AGM marked 'A' and initialled by the Chairman for the purposes of identification and as summarised in the Chairman's letter accompanying this Notice of Meeting, be approved and the directors be authorised to adopt the amendments into the rules of the LTIP and to do all such other acts and things as they may consider appropriate to implement the amendments.

16. Approval of new US employee stock purchase plan

THAT the rules of the Bunzl Employee Stock Purchase Plan (US) 2021 (the "ESPP"), the main features of which are summarised in the Chairman's letter and a copy of which is produced to the meeting marked 'B' and initialled by the Chairman for the purposes of identification, be approved and the directors be authorised to do all such acts and things as they may consider appropriate in connection with the implementation of the ESPP.

17. Renewal of savings-related share option scheme

THAT:

- a. the rules of the Bunzl plc Sharesave Scheme (2011) in a proposed updated form (the "Scheme"), the main features of which are summarised in the Chairman's letter and a copy of which is produced to the meeting marked 'C' and initialled by the Chairman for the purpose of identification, be approved and the directors be authorised to do all such acts and things as they may consider appropriate in connection with the implementation of the Scheme; and
- b. the directors be authorised to operate other schemes based on the Scheme but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any ordinary shares in the Company issued under such other schemes are treated as counting against the individual and overall limits on participation contained in the Scheme.

Special Resolutions

22. Notice of general meetings

THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

23. Amendments to articles of association

THAT the articles of association of the Company be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

P VENTRESS
Chairman