

MCBRIDE PLC

2025 ANNUAL GENERAL MEETING

RESOLUTIONS PASSED (OTHER THAN ORDINARY BUSINESS RESOLUTIONS)

At the Annual General Meeting of the members of McBride plc (the **Company**) duly convened and held on Thursday, 20 November 2025 the following resolutions were passed as special business. Resolutions 12 and 13 were passed as ordinary resolutions and Resolutions 14 to 17 (inclusive) were passed as special resolutions:

12. That, from the date of this Resolution until the close of business on 31 December 2026 or, if earlier, the conclusion of the next Annual General Meeting of the Company, the Company and all companies which are its subsidiaries at any time during such period are authorised to:

- a) make donations to political parties and/or independent election candidates;
- b) make donations to political organisations other than political parties; and
- c) incur political expenditure,

up to an aggregate total amount of £50,000, with the amount authorised for each of the heads a) to c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board of Directors may decide is appropriate.

Terms used in this Resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure".

13. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ('Allotment Rights'), but so that:

- a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £870,076;
- b) this authority shall expire at the close of business on 31 December 2026 or, if earlier, on the conclusion of the next Annual General Meeting of the Company;
- c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
- d) all authorities vested in the Directors on the date of this Notice to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

14. That, subject to the passing of Resolution 13 in this Notice, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by Resolution 13 in this Notice and/or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:

- a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's UK Listing Rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and
- b) the allotment of equity securities (other than pursuant to paragraph 12(a) above) with an aggregate nominal value of £870,076,

and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 13 in this Notice, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.

15. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares in its capital on such terms and in such manner as the Directors may from time to time determine, provided that:

- a) the maximum aggregate number of ordinary shares which may be purchased under this authority is 17,401,528;
- b) the minimum price (exclusive of expenses) which may be paid for such an ordinary share shall be its nominal value;
- c) the maximum price (exclusive of expenses) which may be paid for such an ordinary share shall be an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venue where the market purchases by the Company are carried out;
- d) unless previously renewed, revoked or varied, this authority shall expire at the close of business on 31 December 2026 or, if earlier, at the conclusion of the next Annual General Meeting of the Company; and
- e) before this authority expires, the Company may enter into a contract to purchase ordinary shares that would or might require a purchase to be completed after such expiry and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not expired.

16. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.

17. That:

17.1 in relation to certain dividends equalling £47,710.90 in aggregate paid by the Company to holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each ('B Shares'), being: (i) the dividend of £2,490.42, in aggregate, paid on 25 November 2022; (ii) the dividend of £7,471.27, in aggregate, paid on 26 May 2023; (iii) the dividend of £11,639.73, in aggregate, paid on 1 December 2023; (iv) the dividend of £13,071.39, in aggregate, paid on 31 May 2024; and (v) the dividend of £13,038.09, in aggregate, paid on 29 November 2024 (the 'Dividends'):

- a) the appropriation of distributable profits of the Company (as shown in the Company's audited accounts for the financial year ended 30 June 2025) to the payment of each of the Dividends together having a total value of £47,710.90 be and is hereby authorised and confirmed each by reference to the same record date as the original accounting entries for such Dividends;
- b) any and all claims which the Company has or may have arising out of or in connection with the payment of any of the Dividends against those holders of B Shares who appeared on the register of members on the record date for any of the Dividends (or the personal representative or successor in title (as appropriate) of such a shareholder's estate if he or she is deceased) (the 'Recipient Shareholder') be waived and released, and that a deed of release in favour of such Recipient Shareholders be entered into by the Company in the form detailed in Part 1 of Appendix 2 to this Notice and any Director of the Company in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
- c) any and all claims which the Company has or may have against each of its Directors and former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or former Director is deceased) (together the 'Relevant Directors'), arising out of or in connection with the approval, declaration or payment of any of the Dividends be waived and released, and that a deed of release in favour of each of such Relevant Directors be entered into by the Company in the form detailed in Part 3 of Appendix 2 to this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
- d) any distribution involved in the giving of the release (referred to in paragraphs 17.1(b) and 17.1(c) above) in relation to the Dividends be made out of the relevant distributable

profits of the Company appropriated to each Dividend by reference to a record date identical to the record date for each such Dividend; and

17.2 in relation to certain loans equalling £5,100,339.38 in aggregate advanced by the Company to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 (the 'Trustee') for the purpose of purchasing shares in the Company, being: (i) £722,773.48 paid in November 2023; (ii) £27,246.06 paid in February 2024; (iii) £2,000,000.00 paid in March 2024; (iv) £450,629.33 paid in September 2024; and (v) £1,899,690.51 paid in October 2024 (the 'EBT Loans'):

- a) the appropriation of distributable profits of the Company (as shown in the Company's audited accounts for the financial year ended 30 June 2025) to the payment of each of the EBT Loans together having a total value of £5,100,339.38 be and is hereby authorised and confirmed each by reference to the date on which such payment was made by the Company to the Trustee;
- b) any and all claims which the Company has or may have against the Trustee to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006, be waived and released (and, for the avoidance of doubt, no other waiver or release is intended or shall be implied and all other liabilities, obligations or rights arising under or in connection with the EBT Loans shall remain in full force and effect in accordance with their terms), and that a deed of release in favour of the Trustee be entered into by the Company in the form detailed in Part 2 of Appendix 2 of this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
- c) any and all claims which the Company has or may have against each of its Relevant Directors arising out of or in connection with the approval, declaration or payment of any of the EBT Loans be waived and released, and that a deed of release in favour of each of such Relevant Directors be entered into by the Company in the form detailed in Part 3 of Appendix 2 of this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
- d) any distribution involved in the giving of the release (referred to in paragraphs 17.2(b) and 17.2(c) above) in relation to the EBT Loans be made out of the relevant distributable profits of the Company appropriated to each of the EBT Loans by reference to a date of payment identical to the date of payment for each such EBT Loan.

Appendix 2

Part 1

McBride plc

Shareholders' Deed of Release

THIS DEED POLL is made on _____ 2025 by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the "**Company**"),

in favour of the past and present holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each ("**B Shares**") who appeared on the register of members of the Company on the record date for any of the Dividends (as defined below) (or the personal representatives and their successors in title (as appropriate) of his or her estate if such shareholder is deceased) (the "**Recipient Shareholders**").

WHEREAS:

(A) The Company paid each of the following dividends to holders of B Shares in the Company:

- i) the dividend of £2,490.42, in aggregate, on 25 November 2022;
- ii) the dividend of £7,471.27, in aggregate, on 26 May 2023;
- iii) the dividend of £11,639.73, in aggregate, on 1 December 2023;
- iv) the dividend of £13,071.39, in aggregate, on 31 May 2024; and
- v) the dividend of £13,038.09, in aggregate, on 29 November 2024,

(together the "**Dividends**").

(B) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the "**Notice of AGM**"), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the Dividends having been made otherwise than in accordance with the Companies Act 2006.

(C) The Company has been advised that, as a consequence of the Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against the Recipient Shareholders.

(D) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company's shareholders at an annual general meeting held on 20 November 2025, the

Company proposes to waive and release any and all claims which it has or may have in respect of the Dividends against the Recipient Shareholders, and wishes to enter into this Deed Poll in favour of the Recipient Shareholders.

THIS DEED POLL WITNESSES as follows:

1. RELEASE OF RECIPIENT SHAREHOLDERS

The Company hereby unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of shareholders of the Company) in connection with the making, incurrence, approval, declaration or payment of the Dividends.

2. GOVERNING LAW AND JURISDICTION

This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

IN WITNESS of which this Deed Poll has been duly executed and delivered as a deed on the date first above written.

EXECUTED as a deed by McBride plc acting by a director

Director _____

in the presence of:

Witness's signature: _____

Name (print): _____

Occupation: _____

Address: _____

Appendix 2

Part 2

McBride plc

Trustee's Deed of Release

THIS DEED POLL is made on _____ 2025 by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the "**Company**"), in favour of Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 (the "**Trustee**").

WHEREAS:

(A) The Company advanced each of the following loans to the Trustee for the purpose of purchasing shares in the Company:

- i) £722,773.48 paid in November 2023;
- ii) £27,246.06 paid in February 2024;
- iii) £2,000,000.00 paid in March 2024;
- iv) £450,629.33 paid in September 2024; and
- v) £1,899,690.51 paid in October 2024, (the "**EBT Loans**").

(B) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the "**Notice of AGM**"), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the EBT Loans meaning they may have been made otherwise than in accordance with the Companies Act 2006.

(C) The Company has been advised that, where the EBT Loans have been made otherwise than in accordance with the Companies Act 2006, as a consequence, it may have claims against the Trustee.

(D) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company's shareholders at an annual general meeting held on 20 November 2025, the Company proposes to waive and release any and all claims which it has or may have against the Trustee to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006, and wishes to enter into this Deed Poll in favour of the Trustee.

THIS DEED POLL WITNESSES as follows:

1. RELEASE OF THE TRUSTEE

The Company hereby unconditionally and irrevocably waives any rights or claims it has or may have against the Trustee and its employees and officers in respect of the right to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006. For the avoidance of doubt, no other waiver or release is intended or shall be implied and nothing in this Deed Poll shall operate to waive, release, discharge, impair or otherwise affect any other liabilities, obligations or rights arising under or in connection with the EBT Loans, all of which shall remain in full force and effect in accordance with their terms.

2. GOVERNING LAW AND JURISDICTION

This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

IN WITNESS of which this Deed Poll has been duly executed and delivered as a deed on the date which first above written.

EXECUTED as a deed by McBride plc acting by a director

Director _____

in the presence of:

Witness's signature: _____

Name (print): _____

Occupation: _____

Address: _____

Appendix 2

Part 3

McBride plc

Directors' Deed of Release

THIS DEED POLL is made on _____ 2025 by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the "**Company**"), in favour of each of the current and certain former directors of the Company, whose names are set out in Schedule 1 to this deed (or the personal representatives and their successors in title (as appropriate) of his or her estate if such director is deceased) (the "**Directors**").

WHEREAS:

(A) The Company paid each of the following dividends to holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each:

- i) the dividend of £2,490.42, in aggregate, on 25 November 2022;
 - ii) the dividend of £7,471.27, in aggregate, on 26 May 2023;
 - iii) the dividend of £11,639.73, in aggregate, on 1 December 2023;
 - iv) the dividend of £13,071.39, in aggregate, on 31 May 2024; and
 - v) the dividend of £13,038.09, in aggregate, on 29 November 2024,
- (the "**Dividends**").

(B) The Company advanced each of the following loans to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 for the purpose of purchasing shares in the Company:

- i) £722,773.48 paid in November 2023;
 - ii) £27,246.06 paid in February 2024;
 - iii) £2,000,000.00 paid in March 2024;
 - iv) £450,629.33 paid in September 2024; and
 - v) £1,899,690.51 paid in October 2024,
- (the "**EBT Loans**" and together with the Dividends, the "**Distributions**").

(C) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the "**Notice of AGM**"), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the Distributions meaning they may have been made otherwise than in accordance with the Companies Act 2006.

(D) The Company has been advised that, where the Distributions have been made otherwise than in accordance with the Companies Act 2006, as a consequence, it may have claims against each of the Directors.

(E) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company's shareholders at an annual general meeting held on 20 November 2025, the Company proposes to waive and release any and all claims which it has or may have in respect of the Distributions against each of the Directors, and wishes to enter into this Deed Poll in favour of the Directors.

THIS DEED POLL WITNESSES as follows:

1. RELEASE OF DIRECTORS

The Company hereby unconditionally and irrevocably waives and releases each of the Directors from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of shareholders of the Company) in connection with the making, incurrence, approval, declaration or payment of all or part of the Distributions.

2. GOVERNING LAW AND JURISDICTION

This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

IN WITNESS of which this Deed Poll has been duly executed and delivered as a deed on the date first above written.

EXECUTED as a deed by McBride plc acting by a director

Director _____

in the presence of:

Witness's signature: _____

Name (print): _____

Occupation: _____

Address: _____
