

**Company number:** 05100353

**ORDINARY RESOLUTION**

**OF**

**Marshalls plc**

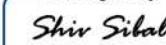
(the "Company")

**Passed on 28 April 2022**

At a General Meeting of the Company duly convened and held at 9.30 a.m. on 28 April 2022 at Landscape House, Premier Way, Lowfields Business Park, Elland, West Yorkshire, HX5 9HT, the following resolution was duly passed as an ordinary resolution

**ORDINARY RESOLUTION**

1. THAT the proposed acquisition by the Company (through its wholly owned subsidiary, Marshalls Group Limited) of all of the equity interests of Marley Group Plc and its subsidiaries from Inflexion Buyout V Investments LP, Inflexion Supplemental V Investments Limited Partnership and certain management sellers (together the "**Sellers**") (the "**Acquisition**") (in part consideration for which the Company will issue new ordinary shares in the capital of the Company to the Sellers) pursuant to the terms and subject to the conditions contained in the sale and purchase agreement between the Company, Marshalls Group Limited and the Sellers be and is hereby approved and the board of directors of the Company (or any duly constituted committee thereof) (the "**Board**") be and hereby is authorised to take all such steps as may be necessary, expedient or desirable in relation thereto and to carry the same into effect with such modifications, variations, revisions or amendments (provided such modifications, variations or amendments are not of a material nature) as the Board may in its absolute discretion deem necessary, expedient or desirable.

..... DocuSigned by:  
  
..... 6AB31122927C49E.....

**Shiv Sibal**  
Company Secretary