

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

J.H. WALKER & CO. (YORK) LIMITED

22 June 2020 ("**date of circulation**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTIONS

1. That the capital of the Company be reduced from £21,000 comprising 21,000 ordinary shares of £1 each (all of which have been issued and fully paid) to £1 comprising one fully paid ordinary share of £1 and that such reduction be effected by the cancellation of 20,999 ordinary shares of £1 and the application of the funds thereby created to the creation of distributable reserves in the amount of £20,999.
2. That the draft regulations attached to this Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Please read the notes at the end of this document before signifying your agreement to these Resolutions.

The undersigned, a person who is entitled to vote on the above Resolution on the date of circulation of it, irrevocably votes in favour of it:



By **Travis Perkins plc**

Acting by a director

Date: 22 June 2020



Notes:

1. The Resolution is proposed as a special resolution. This means that members holding 75 percent or more of the total voting rights of members entitled to vote on the Resolution must vote in favour of it to be passed.
2. Unless the Resolution is passed by a date which is 15 days from the Date of Circulation, it will lapse. If you agree to the resolution, please ensure your agreement reaches us before the end of this period.
3. If you do not agree to the Resolution, you do not need to do anything.
4. If you agree with the Resolution, please indicate your agreement to it by signing and dating this document and returning it to the Company by hand or post to Richard Hawker, Assistant Company Secretary, Travis Perkins plc, Ryehill House, Rye Hill Close, Lodge Farm Industrial Estate, Northampton NN5 7AU.