

Company Number: 01278221

J.M. WORTHINGTON & CO. LIMITED

(the Company)

PRINT OF WRITTEN RESOLUTION

Pursuant to section 288 of the Companies Act 2006

On 21 December 2023, the resolutions set out below were passed by the Company as a Special Resolution and as five Ordinary Resolutions, pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

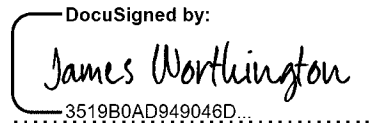
SPECIAL RESOLUTION

1. THAT, with effect from the passing of this Written Resolution, the draft articles of association of the Company, attached to this Written Resolution, be and are hereby adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

ORDINARY RESOLUTIONS

2. THAT, 1 issued ordinary share of £1.00 in the capital of the Company held by The Hungry Pole Ltd be and is hereby redesignated as 1 ordinary A share of £1.00 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
3. THAT, 1 issued ordinary share of £1.00 in the capital of the Company held by Venustas Ltd be and is hereby redesignated as 1 ordinary A share of £1.00 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
4. THAT, 2,005 issued ordinary shares of £1.00 in the capital of the Company held by Susan Mary Worthington be and are hereby redesignated as 2,005 ordinary B shares of £1.00 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.
5. THAT, 10,024 issued ordinary shares of £1.00 in the capital of the Company held by The Hungry Pole Ltd be and are hereby redesignated as 10,024 ordinary B shares of £1.00 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.

6. THAT, 8,019 issued ordinary shares of £1.00 in the capital of the Company held by Venustas Ltd be and are hereby redesignated as 8,019 ordinary B shares of £1.00 in the capital of the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1.

DocuSigned by:

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Director