

Company number 02264231

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LLOYDS CHEMISTS RETAIL (NORTHERN) LIMITED

(the "Company")

Circulation Date: **29 AUGUST** 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolutions below (the "Resolutions") be passed as a special resolutions:

SPECIAL RESOLUTIONS

1 THAT:

- (a) £831,822 of the amount standing to the credit of the revaluation reserve of the Company shall be capitalised and applied in paying up in full at par such number of new B ordinary shares (the "B Ordinary Shares") equal to the number of ordinary shares of £1 each in the capital of the Company (the "Ordinary Shares") in issue, such B Ordinary Shares having a nominal value equal to the sum that is obtained by dividing the number of B Ordinary Shares to be issued as set out above into £831,822, as shall be required to effect such capitalisation and the directors of the Company (the "Directors") be and hereby are authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to allot and issue all the B Ordinary Shares thereby created to the sole member of the Company upon terms that they are fully paid up by such capitalisation, and such authority shall for the purposes of section 551 of the 2006 Act expire on 31 December 2023;
- (b) the B Ordinary Shares created and issued pursuant to paragraph (a) of this resolution 1 shall have the following rights and restrictions:
  - (i) the holders of B Ordinary Shares shall have no right to receive notice of or to attend or vote at any general meeting of the Company;
  - (ii) the holders of B Ordinary Shares shall on a return of capital on a liquidation, but not otherwise, be entitled to receive the nominal amount of each such share but only after the holder of each Ordinary Share shall have received the amount paid up or credited as paid up on such a share and the holders of the B Ordinary Shares shall not be entitled to any further participation in the assets or profits of the Company;
  - (iii) a reduction by the Company of the capital paid up or credited as paid up on the B Ordinary Shares and the cancellation of such shares will be treated as being in accordance with the rights attaching to the B Ordinary Shares and will not involve a variation of such rights for any

purpose. The Company will be authorised at any time without obtaining the consent of the holders of the B Ordinary Shares to reduce its capital (in accordance with the Companies 2006 Act);

- (iv) the Company shall have irrevocable authority at any time after the creation and issue of the B Ordinary Shares to appoint any person to execute on behalf of the holders of such shares a transfer thereof to such person or persons as the Company may determine and, in accordance with the 2006 Act, to purchase or cancel such shares without making any payment to or obtaining the sanction of the holders thereof and pending such transfer and/or purchase and/or cancellation to retain the certificates, if any, in respect thereof, provided that the Company may in accordance with the Companies Act 2006 Act purchase all but not some only of the B Ordinary Shares then in issue at a price not exceeding one pence for all the B Ordinary Shares.

2 THAT: the directors of the Company having made on 29 August 2023 a solvency statement in accordance with section 643 of the 2006 Act:

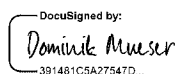
- (a) subject to the B Ordinary Shares having been allotted and issued, the capital of the Company be reduced by cancelling and extinguishing the B Ordinary Shares allotted and issued pursuant to resolution 1 above; and
- (b) the Company's aggregate nominal value of its Ordinary Shares of £1 in issue be reduced from £100 to £0.0001 by cancelling and extinguishing capital to the extent of £0.9999 on each fully paid up ordinary share of £1.00 each in the Company and the nominal value of each issued fully paid up Ordinary Share be reduced from £1.00 to £0.0001 and thereafter each ordinary share of £0.0001 in issue be cancelled save for one share;

and the amount by which the capital of the Company is reduced be credited to distributable reserves.

## AGREEMENT

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

The undersigned, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

DocuSigned by:  
  
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 for and on behalf of

LLOYDS CHEMISTS LIMITED

Date: 29 August 2023  
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## NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the company by post to the Company's registered office.
- 2 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by the expiry of 28 days beginning with the circulation date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.