

# MCBRIDE PLC

## SHARE DEALING CODE (the 'Code')

**APPROVED BY THE BOARD ON 9 JULY 2026**

The purpose of this code is to ensure that the directors of McBride plc (**Company**), and certain employees of the Company and its subsidiaries and persons closely associated with them, do not abuse, and do not place themselves under suspicion of abusing, unpublished price sensitive information they may have, or be thought to have, especially in periods leading up to an announcement of results. This is achieved by:

- providing for a pre-dealing clearance procedure for directors and certain employees wishing to deal in McBride shares; and
- imposing a blanket prohibition on dealing by directors and certain employees during certain closed periods except in exceptional circumstances.

The Code also ensures that the Company and employees who have access to Inside Information comply with their obligations under the Market Abuse Regulation (as retained in English law following the UK's withdrawal from the EU).

Part A of this code contains the Dealing clearance procedures which must be observed by the Company's PDMRs and Restricted Persons. This means that there will be certain times when such persons cannot Deal in Company Securities.

Part B sets out certain additional obligations which only apply to PDMRs.

Failure by any person who is subject to this code to observe and comply with its requirements may result in disciplinary action. Depending on the circumstances, such non-compliance may also constitute a civil and/or criminal offence.

Schedule 1 sets out the meaning of capitalised words used in this code.

### **PART A – CLEARANCE PROCEDURES**

#### **1 Clearance to Deal**

- 1.1 You must not Deal for yourself or for anyone else, directly or indirectly, including through any investment manager, in Company Securities without obtaining clearance from the Company in advance, save in limited circumstances, details of which can be obtained from the Company Secretary.
- 1.2 Applications for clearance to Deal must be made in writing and submitted to the Company Secretary, using the form set out in Schedule 2 or such other form as may from time to time be specified by the Company for such purpose.
- 1.3 You must not submit an application for clearance to Deal if you are in possession of Inside Information. If you become aware that you are or may be in possession of Inside Information after you submit an application, you must inform the Company Secretary as soon as possible and you must refrain from Dealing (even if you have been given clearance).
- 1.4 You will receive a written response to your application, normally within two business days. The Company will not normally give you reasons if you are refused permission to Deal. You must keep any refusal confidential and not discuss it with any other person.

- 1.5 If you are given clearance, you must Deal as soon as possible and in any event within two business days from the day of receiving clearance.
- 1.6 Clearance to Deal may be given subject to conditions. Where this is the case, you must observe those conditions when Dealing.
- 1.7 You must not enter into, amend or cancel a Trading Plan or an Investment Programme under which Company Securities may be purchased or sold unless clearance has been given to do so. For the avoidance of doubt, purchases or sales under Trading Plans or Investment Programmes in existence as at 3 July 2016 do not require clearance, these being some of limited circumstances referred to in paragraph 1.1 above.
- 1.8 Different clearance procedures will apply where Dealing is being carried out by the Company in relation to an employee share plan (e.g. if the Company is making an option grant or share award to you, or shares are receivable on vesting under a long-term incentive plan). You will be notified separately of any arrangements for clearance if this applies to you. Dealings by you in relation to an employee share plan will require clearance (unless such dealings fall within an Investment Programme).
- 1.9 If you act as the trustee of a trust, you should speak to the Company Secretary about your obligations in respect of any Dealing in Company Securities carried out by the trustee(s) of that trust.
- 1.10 You should seek further guidance from the Company Secretary before transacting in:
- (A) units or shares in a collective investment undertaking (e.g. a UCITS or an Alternative Investment Fund) which holds, or might hold, Company Securities; or
  - (B) financial instruments which provide exposure to a portfolio of assets which has, or may have, an exposure to Company Securities.

This is the case even if you do not intend to transact in Company Securities by making the relevant investment.

## **2 Insider Dealing Training**

- 2.1 All Restricted Persons and PDMRs must complete Insider Dealing training (**Training**) on an annual basis. Clearance to Deal will not be provided until the Training has been completed and passed.
- 2.2 If Restricted Persons and PDMRs do not complete and pass their Training within 4 weeks of issue, subject to the discretion of the CEO, clearance to Deal will be restricted for 6 months and the individual will be unable to deal in the Company's Securities.

## **3 Further guidance**

If you are uncertain as to whether or not a particular transaction requires clearance, you must obtain guidance from the Company Secretary before carrying out that transaction.

## **PART B – ADDITIONAL PROVISIONS FOR PDMRS ONLY**

### **4 Circumstances for refusal**

You will not ordinarily be given clearance to Deal in Company Securities during any period when there exists any matter which constitutes Inside Information or during a Closed Period. You will not be given clearance to Deal in Company Securities if the Company considers that you are doing so based on considerations of a short-term nature. A sale of Company Securities which were acquired less than a year previously will be considered to be a Dealing of a short-term nature.

### **5 Notification of transactions**

5.1 You must notify the Company and the FCA in writing of every Notifiable Transaction in Company Securities conducted for your account as follows:

(A) Notifications to the Company must be made using the template in Schedule 3 (or such other template as may from time to time be specified by the Company for such purpose) and sent to the Company Secretary, as soon as practicable and in any event within one business day of the transaction date. You should ensure that your investment managers (whether discretionary or not) notify you of any Notifiable Transactions conducted on your behalf promptly so as to allow you to notify the Company within this time frame.

(B) Notifications to the FCA must be made within three business days of the transaction date. A copy of the notification form is available on the FCA's website. If you would like, the Company Secretary can assist you with this notification, provided that you ask him or her to do so within one business day of the transaction date.

5.2 If you are uncertain as to whether or not a particular transaction is a Notifiable Transaction, you must obtain guidance from the Company Secretary.

### **6 PCAs and investment managers**

6.1 You must provide the Company with a list of your PCAs and notify the Company of any changes that need to be made to that list as soon as possible, but in any event no later than 10 business days after the change to your list of PCAs has occurred.

6.2 You should ask your PCAs not to Deal (whether directly or through an investment manager) in Company Securities during Closed Periods and not to deal on considerations of a short-term nature. A sale of Company Securities which were acquired less than a year previously will be considered to be a Dealing of a short-term nature.

6.3 Your PCAs are also required to notify the Company and the FCA in writing, within the time frames given in paragraph 5.1, of every Notifiable Transaction conducted for their account. You should inform your PCAs in writing of this requirement and keep a copy; the Company Secretary will provide you with a letter that you can use to do this. If your PCAs would like, the Company Secretary can assist them with the notification to the FCA, provided that your PCA asks the Company Secretary to do so within one business day of the transaction date. A copy of the form for notifying the FCA is available on the FCA's website.

6.4 You should ask your investment managers (whether or not discretionary) not to Deal in Company Securities on your behalf during Closed Periods.

## SCHEDULE 1

### Defined Terms

**Closed Period** means any of the following:

- (A) the period from the end of the relevant financial year up to 10am (GMT) on the day of the release of the preliminary announcement of the Company's annual results (or, where no such announcement is released, up to the publication of the Company's annual financial report) or, if longer, the period of 30 calendar days before such release (or publication);
- (B) the period from the end of the relevant financial period up to 10am (GMT) on the day of the release of the Company's half-yearly financial report or, if longer, the period of 30 calendar days before such release; and
- (C) the period of 14 calendar days before the release of a trading statement until 10am (GMT) on day of the release of the trading statement.

**Company Securities** means any publicly traded or quoted shares or debt instruments of the Company (or of any of the Company's subsidiaries or subsidiary undertakings) or derivatives or other financial instruments linked to any of them, including phantom options.

**Dealing** (together with corresponding terms such as **Deal** and **Deals**) means any type of transaction in Company Securities, including purchases, sales, the exercise of options, the receipt of shares under share plans, using Company Securities as security for a loan or other obligation and entering into, amending or terminating any agreement in relation to Company Securities (e.g. a Trading Plan).

**FCA** means the UK Financial Conduct Authority.

**Inside Information** means information which relates to the Company or any Company Securities, which is not publicly available, which is likely to have a non-trivial effect on the price of Company Securities and which an investor would be likely to use as part of the basis of his or her investment decision.

**Investment Programme** means a share acquisition scheme relating only to the Company's shares under which shares are:

- (A) purchased by a Restricted Person pursuant to a regular standing order or direct debit or by regular deduction from the person's salary or director's fees; or
- (B) acquired by a Restricted Person by way of a standing election to re-invest dividends or other distributions received; or
- (C) acquired as part payment of a Restricted Person's remuneration or director's fees.

**Market Abuse Regulation** means the retained version of Regulation (EU) No. 596/2014 applicable in the United Kingdom pursuant to section 3 of the EU Withdrawal Act 2018.

**Non-Notifiable Transaction** means any transaction in Company Securities where at the time of the transaction:

- (A) the Company Security is a unit or share in a collective investment undertaking in which the exposure to Company shares or debt instruments does not exceed 20% of the assets held by the collective investment undertaking; or

- (B) the Company Security provides exposure to a portfolio of assets in which the exposure to Company shares or debt instruments does not exceed 20% of the portfolio's assets; or
- (C) the Company Security is of the type referred to in (A) or (B) above and the PDMR or PCA does not, and could not, know the investment composition or exposure to Company shares or debt instruments and there is no reason for that person to believe that the 20% threshold has been exceeded; or
- (D) the transaction is executed by a manager of a collective investment undertaking in which the PDMR or PCA has invested and the manager operates with full discretion which excludes receiving any instructions or suggestions on portfolio composition directly or indirectly from investors in that undertaking.

**Notifiable Transaction** means any transaction relating to Company Securities conducted for the account of a PDMR or PCA, whether the transaction was conducted by the PDMR or PCA or on his or her behalf by a third party and regardless of whether or not the PDMR or PCA had control over the transaction. This captures every transaction which changes a PDMR's or PCA's holding of Company Securities, even if the transaction does not require clearance under this code. It also includes gifts of Company Securities, the grant of options or share awards, the exercise of options or vesting of share awards and transactions carried out by investment managers or other third parties on behalf of a PDMR, including where discretion is exercised by such investment managers or third parties and including under Trading Plans or Investment Programmes (other than Non-Notifiable Transactions, provided that, in relation to any Non-Notifiable Transactions referred to (A) to (C) of that definition, the PDMR or PCA has made all reasonable efforts to avail themselves of information relating to the investment composition of the collective investment undertaking or the exposure of the portfolio of assets to Company Securities).

**PCA** means a person closely associated with a PDMR, being:

- (A) the spouse or civil partner of a PDMR; or
- (B) a PDMR's child or stepchild under the age of 18 years who is unmarried and does not have a civil partner; or
- (C) a relative who has shared the same household as the PDMR for at least one year on the date of the relevant Dealing; or
- (D) a legal person (such as a company), trust or partnership, the managerial responsibilities of which are discharged by a PDMR (or by a PCA referred to in paragraph (A), (B) or (C) of this definition), or which is directly or indirectly controlled by such a person, or which is set up for the benefit of such a person or which has economic interests which are substantially equivalent to those of such a person.

**PDMR** means a person discharging managerial responsibilities in respect of the Company, being either:

- (A) a director of the Company; or
- (B) any other employee who has been told that he or she is a PDMR.

**Restricted Person** means:

- (A) a PDMR; or
- (B) any other person who has been told by the Company that the clearance procedures in Part A of this code apply to him or her.

**Trading Plan** means a written plan entered into by a Restricted Person and an independent third party which sets out a strategy for the acquisition and/or disposal of Company Securities by the Restricted Person, and which:

- (A) specifies the amount of Company Securities to be dealt in and the price at which and the date on which the Company Securities are to be dealt in; or
- (B) gives discretion to that independent third party to make trading decisions about the amount of Company Securities to be dealt in and the price at which and the date on which the Company Securities are to be dealt in; or
- (C) includes a method for determining the amount of Company Securities to be dealt in and the price at which and the date on which the Company Securities are to be dealt in.

## SCHEDULE 2

### Clearance application template

McBride plc (Company)

#### Application for clearance to deal

If you wish to apply for clearance to deal under the Company's dealing code, please complete sections 1 and 2 of the table below and submit this form to the Company Secretary, at [companysecretary@mcbride.co.uk](mailto:companysecretary@mcbride.co.uk). By submitting this form, you will be deemed to have confirmed and agreed that:

- (i) the information included in this form is accurate and complete;
- (ii) you are not in possession of inside information relating to the Company or any Company Securities;
- (iii) if you are given clearance to deal and you still wish to deal, you will do so as soon as possible and in any event within two business days from the day of receiving clearance; and
- (iv) if you become aware that you are in possession of inside information before you deal, you will inform the Company Secretary and refrain from dealing.

|          |                               |                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>1</b> | <b>Applicant</b>              |                                                                                                                                                                                                                                                                                                                                                                                                             |
| (a)      | Name                          |                                                                                                                                                                                                                                                                                                                                                                                                             |
| (b)      | Contact details               | <i>[Please include email address and telephone number.]</i>                                                                                                                                                                                                                                                                                                                                                 |
| <b>2</b> | <b>Proposed dealing</b>       |                                                                                                                                                                                                                                                                                                                                                                                                             |
| (a)      | Description of the securities | <i>[e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.]</i>                                                                                                                                                                                                                                                                                      |
| (b)      | Number of securities          | <i>[If actual number is not known, provide a maximum amount (e.g. 'up to 100 shares' or 'up to £1,000 of shares').]</i>                                                                                                                                                                                                                                                                                     |
| (c)      | Nature of the dealing         | <i>[Description of the transaction type (e.g. acquisition; disposal; subscription; option exercise; settling a contract for difference; entry into, or amendment or cancellation of, an investment programme or trading plan).]</i>                                                                                                                                                                         |
| (d)      | Other details                 | <i>[Please include all other relevant details which might reasonably assist the person considering your application for clearance (e.g. transfer will be for no consideration).]</i><br><br><i>[If you are applying for clearance to enter into, amend or cancel an investment programme or trading plan, please provide full details of the relevant programme or plan or attach a copy of its terms.]</i> |

## SCHEDULE 3

### Notification template

**McBride plc (Company)**

#### Transaction notification

Please send your completed form to the Company Secretary at [companysecretary@mcbride.co.uk](mailto:companysecretary@mcbride.co.uk). If you require any assistance in completing this form, please contact the Company Secretary on the email address referred to above or by telephone on +44 (0)7778 664699.

|          |                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                  |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| <b>1</b> | <b>Details of PDMR/person closely associated with them (PCA)</b>                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                  |
| (a)      | Name                                                                                                                                                                                                     | <i>[Include first name(s) and last name(s).]</i><br><br><i>[If the PCA is a legal person, state its full name including legal form as provided for in the register where it is incorporated, if applicable.]</i>                                                                                                                                                                                                                                                        |                  |
| (b)      | Position / status                                                                                                                                                                                        | <i>[For PDMRs, state job title e.g. CEO, CFO.]</i><br><br><i>[For PCAs, state that the notification concerns a PCA and the name and position of the relevant PDMR.]</i>                                                                                                                                                                                                                                                                                                 |                  |
| (c)      | Initial notification/amendment                                                                                                                                                                           | <i>[Please indicate if this is an initial notification or an amendment to a prior notification. If this is an amendment, please explain the previous error which this amendment has corrected.]</i>                                                                                                                                                                                                                                                                     |                  |
| <b>2</b> | <b>Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                  |
| (a)      | Description of the financial instrument                                                                                                                                                                  | <i>[State the nature of the instrument e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.]</i>                                                                                                                                                                                                                                                                                                               |                  |
| (b)      | Nature of the transaction                                                                                                                                                                                | <i>[Description of the transaction type e.g. acquisition, disposal, subscription, contract for difference, etc.]</i><br><br><i>[Please indicate whether the transaction is linked to the exercise of a share option programme.]</i><br><br><i>[If the transaction was conducted pursuant to an investment programme or a trading plan, please indicate that fact and provide the date on which the relevant investment programme or trading plan was entered into.]</i> |                  |
| (c)      | Price(s) and volume(s)                                                                                                                                                                                   | <b>Price(s)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Volume(s)</b> |
|          |                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                  |
|          |                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                  |

|     |                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     |                                                                     | <p><i>[Where more than one transaction of the same nature (purchase, disposal, etc.) of the same financial instrument are executed on the same day and at the same place of transaction, prices and volumes of these transactions should be separately identified in the table above, using as many lines as needed. Do not net off transactions and, notwithstanding any requirement to aggregate under 2(d) below, do not aggregate transactions for the purposes of the table above.]</i></p> <p><i>[In each case, please specify the currency and the metric quantity.]</i></p>                                                                                                                                  |
| (d) | <p>Aggregated information</p> <p>Aggregated volume</p> <p>Price</p> | <p><i>[Please aggregate the volumes of multiple transactions when these transactions:</i></p> <ul style="list-style-type: none"> <li>• relate to the same financial instrument;</li> <li>• are of the same nature;</li> <li>• are executed on the same day; and</li> <li>• are executed at the same place of transaction.]</li> <li>• <i>[Please state the metric for quantity.]</i></li> <li>• <i>[Please provide:</i></li> <li>• in the case of a single transaction, the price of the single transaction; and</li> <li>• in the case where the volumes of multiple transactions are aggregated, the weighted average price of the aggregated transactions.]</li> </ul> <p><i>[Please state the currency.]</i></p> |
| (e) | Date of the transaction                                             | <p><i>[Date of the particular day of execution of the notified transaction, using the date format: YYYY-MM-DD and please specify the time zone.]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| (f) | Place of the transaction                                            | <p><i>[Please name the trading venue where the transaction was executed. If the transaction was not executed on any trading venue, please state 'outside a trading venue' in this box.]</i></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |