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If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000, or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you sell or otherwise transfer, or have sold or otherwise transferred, all of your ordinary shares in McBride plc you should send this document and any enclosures as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. However, such documents should not be distributed, forwarded or transmitted into any jurisdiction in which to do so would constitute a breach of the relevant laws of such jurisdiction. If you sell or otherwise transfer, or have sold or otherwise transferred, only part of your holding, you should retain this document and any enclosures.



(Incorporated in England and Wales – No. 02798634)

**Directors:**

Jeff Nodland	(Chairman)
Chris Smith	(Chief Executive Officer)
Mark Strickland	(Chief Financial Officer)
Elizabeth McMeikan	(Senior Independent Non-Executive Director)
Alastair Murray	(Independent Non-Executive Director)
Regi Aalstad	(Independent Non-Executive Director)

**Registered Office:**

Middleton Way  
Middleton  
Manchester  
M24 4DP

29 September 2025

**Dear shareholder**

**Annual Report 2025 and Annual General Meeting**

I am pleased to inform you that the 2025 Annual Report and Accounts of McBride plc (the 'Company') and the notice of the 2025 Annual General Meeting have now been published.

If you requested a printed copy of the Annual Report and Accounts, it is enclosed with this document. If you have been deemed to consent to receiving shareholder communications via our corporate website, please accept this letter as notification that the Annual Report and Accounts are now available to view at, and can be downloaded from, the 'Results, reports & presentations' tab of the 'Investors' section of our website at [www.mcbride.co.uk](http://www.mcbride.co.uk). To access the document, you will need Adobe Acrobat Reader installed. Adobe Reader is free and available to download from the Adobe website. If you would like a printed copy of the Annual Report and Accounts, or would like to change the way we communicate with you, you can call the shareholder helpline number which can be found in the notes to the notice of the Annual General Meeting in this document.

**Annual General Meeting (the 'AGM')**

This year's AGM will be held as a physical meeting at Arbeta, 11 Northampton Road, Manchester, M40 5BP on Thursday, 20 November 2025 at 2.00pm. The formal notice of AGM (the 'Notice') is set out on pages 4 to 6 of this document and contains the proposed resolutions on which you are invited to vote. Explanatory notes to the business to be considered are set out at Appendix 1 to this document. I would, however, draw your attention in particular to the following:

**Final dividend (Resolution 3)**

As outlined in the RNS dated 29 November 2024, as a result of the refinancing of the Company's revolving credit facility the block on shareholder distributions has now been removed, permitting the Company to restore the payment of dividends and consider share buy-backs.

The Board proposes a final dividend of 3.0 pence per ordinary share for the year ended 30 June 2025. If approved, the recommended final dividend will be paid on 28 November 2025 to all holders of ordinary shares who are on the register of members on 31 October 2025. As stated in the 2024 Annual Report, future dividends will be final dividends paid annually in cash, not by the allotment and issue of non-cumulative redeemable preference shares ('B Shares'). Accordingly, the final dividend proposed for the year ended 30 June 2025 will be paid in cash if approved by the shareholders.

### **Directors' Authority to Allot Shares (Resolution 13)**

The Investment Association's guidelines on directors' share allotment authorities state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive offers only. Once again this year, the Board continues to believe it to be in the best interests of the Company to limit the allotment authority sought at the Annual General Meeting to 5% of the Company's issued ordinary share capital (excluding treasury shares), and accordingly approval is being sought this year on the same basis as that sought at last year's Annual General Meeting. Further information can be found on page 11 of this document.

### **Previous dividends to holders of B shares and loans to the EBT (Resolution 17)**

The Board has become aware of potential technical issues in respect of: (i) the payment of certain dividends to the holders of the Company's B Shares in the period from November 2022 to November 2024 (the 'Dividends'); and (ii) the making of certain loans to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012, (the 'Trustee') in the period from November 2023 to October 2024 (the 'EBT Loans', and together with the Dividends, the 'Relevant Distributions').

By way of background, the Companies Act 2006 provides that a public company may pay a dividend out of its distributable profits as shown in the last accounts circulated to its members or, if interim accounts are used, those that have been filed at Companies House. In addition, the Companies Act 2006 provides that where a public company gives assistance to its employee benefit trust, it is only permitted to give such assistance to the extent that the net assets of the company are not reduced by such assistance or, to the extent that the net assets are so reduced, the assistance is provided out of distributable profits.

As noted in the Company's annual report and accounts for the financial year ended 30 June 2025, during the course of the financial year ended 30 June 2025, the Directors became aware that the Dividends were paid, and the EBT Loans may have been made, otherwise than in accordance with the Companies Act 2006 in so far as they were made without the Company, itself, holding sufficient distributable reserves and without interim accounts having been filed at Companies House prior to payment and/or, in the case of the EBT Loans, where they resulted in a reduction in the Company's net assets. The quantum of these payments and loans is: (i) with respect to the dividends to the holders of the B shares, £47,710.90, in aggregate; and (ii) with respect to the loans to the Trustee, £5,100,339.38, in aggregate.

In April 2025, the Company received a dividend of £40.0 million from a subsidiary, thereby increasing the Company's distributable reserves to sufficient levels to support the Company's anticipated future distributions in the course of the 2025 calendar year. Consequently, prior to the payment of the May 2025 dividend to the holders of B Shares, the Company held sufficient distributable reserves at the relevant time. The Company had also filed interim accounts at Companies House earlier in May 2025. Further procedures have been put in place to ensure the Company's reserves are sufficient for relevant dividends to be paid and loans to be made in the future. These include reviewing the Company's anticipated upcoming distributable reserve requirements, establishing a process for paying dividends up to the Company to ensure the Company has sufficient distributable reserves for its requirements, checking the Company has sufficient distributable reserves before paying a dividend or making a loan, and updating the Audit and Risk Committee on the Company's distributable reserves at set intervals.

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims arising out of or in connection with the approval, declaration or payment (as the case may be) of the Relevant Distributions against the relevant holders of the B Shares, the Trustee, the Directors or certain former directors who were directors of the Company at the time when any of the Relevant Distributions were authorised, declared and/or paid (the 'Former Directors'). The Company has no intention of pursuing any such claims. Approval is being sought to pass a special resolution to authorise: (i) the appropriation of distributable profits to the payment of the Relevant Distributions; and (ii) the waiver and release by the Company of any claims which the Company has or may have in connection with the authorisation, declaration or payment (as the case may be) of the Relevant Distributions against the relevant holders of the B Shares, the Trustee, the Directors or the Former Directors. If Resolution 17 is passed, this will constitute a related party transaction under IAS 24 and the overall effect of the resolution will be to put all potentially affected parties so far as possible into the position they would have been in had the Relevant Distributions been made in full compliance with the Companies Act 2006.

## Appointing a proxy

Whether or not you propose to attend the AGM, I would encourage you to vote on each of the resolutions set out in the Notice by appointing a proxy to act on your behalf and by giving your voting instructions. I would strongly encourage you to appoint the Chair of the AGM as your proxy. This will ensure that your vote will be counted if ultimately you are (or any other proxy you might otherwise choose to appoint is) not able to attend the AGM for any reason. If you appoint the Chair of the AGM as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions in the Notice. Appointing a proxy will not prevent you from attending and voting in person on the day if you wish to do so. It is proposed that all resolutions will, once again, be put to the vote on a poll. You can appoint a proxy by:

- logging onto the Investor Centre app or via <https://uk.investorcentre.mpms.mufg.com/> and submitting a proxy appointment online by following the instructions. If you have not previously done so, you will need to register to use this service. To do this, you will need your Investor Code which can be found on your share certificate or on any other recent shareholder communication; or
- submitting (if you are a CREST member) a proxy appointment electronically by using the CREST voting service.

If you are an institutional investor, you may also be able to appoint a proxy electronically via the Proximity platform. Please go to [www.proximity.io](http://www.proximity.io) for more information.

If you would prefer to use a paper proxy form to appoint your proxy, you may request one from the Company's registrar, MUFG Corporate Markets, by calling the shareholder helpline. Details of the helpline and further information on how to appoint a proxy to vote on your behalf are set out in the notes to the Notice.

In each case, your proxy appointment must be submitted so as to be received by no later than 2.00pm on Tuesday, 18 November 2025 to be valid.

## Recommendation

Save as set out below in respect of Resolution 17 (see below), the Board considers that each of the resolutions set out in the Notice is in the best interests of the Company and of its shareholders as a whole and unanimously recommends shareholders to vote in favour of them, as each of the Directors intends to do in respect of their own beneficial holdings of ordinary shares in the capital of the Company (save in respect of those resolutions in which they are interested).

In shareholder circulars, it is customary for directors to (i) state that any proposed resolutions are in the best interests of the company and its shareholders as a whole and (ii) recommend shareholders to vote in favour of such proposed resolutions. However, as each of the Directors has an interest in Resolution 17, as beneficiaries of the Directors' Deed of Release, each of the Directors and Former Directors have undertaken to abstain from voting on Resolution 17 in respect of their own beneficial holdings of ordinary shares in the capital of the Company and, as such whilst the Board encourages shareholders to vote on Resolution 17, it does not believe it is appropriate for it to recommend whether shareholders should vote in favour or against Resolution 17.

I would like to take this opportunity to thank you on behalf of the Board for your continued support, and look forward to seeing you at the AGM.

Yours faithfully

**Jeff Nodland**  
Chairman

# Notice of Annual General Meeting

Notice is hereby given that the thirty second Annual General Meeting (the 'AGM') of the members of McBride plc (the 'Company') will be held at Arbeta, 11 Northampton Road, Manchester M40 5BP on Thursday, 20 November 2025 at 2.00pm to transact the business set out below. Resolutions 1 to 13 below will be proposed as ordinary resolutions and Resolutions 14 to 17 will be proposed as special resolutions. Voting on all resolutions will be by way of poll.

## Ordinary Resolutions

1. To receive the Company's accounts for the financial year ended 30 June 2025, together with the Directors' reports and the independent auditor's report on those accounts.
2. To approve the Directors' Remuneration Report for the financial year ended 30 June 2025 (other than the summary of the Directors' Remuneration Policy included in the Directors' Remuneration Report).
3. To declare a final dividend of 3.0 pence per ordinary share in respect of the year ended 30 June 2025.
4. To re-appoint Jeffrey (Jeff) Nodland as a Director.
5. To re-appoint Christopher (Chris) Smith as a Director.
6. To re-appoint Mark Strickland as a Director.
7. To re-appoint Elizabeth (Liz) McMeikan as a Director.
8. To re-appoint Alastair Murray as a Director.
9. To re-appoint Regi Aalstad as a Director.
10. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which accounts are laid before the meeting.
11. To authorise the Audit and Risk Committee of the Board of Directors to determine the auditor's remuneration.
12. That, from the date of this Resolution until the close of business on 31 December 2026 or, if earlier, the conclusion of the next Annual General Meeting of the Company, the Company and all companies which are its subsidiaries at any time during such period are authorised to:
  - a) make donations to political parties and/or independent election candidates;
  - b) make donations to political organisations other than political parties; and
  - c) incur political expenditure,up to an aggregate total amount of £50,000, with the amount authorised for each of the heads a) to c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the Board of Directors may decide is appropriate.

Terms used in this Resolution have, where applicable, the meanings that they have in Part 14 of the Companies Act 2006 on "Control of political donations and expenditure".
13. That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares ('Allotment Rights'), but so that:
  - a) the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £870,076;
  - b) this authority shall expire at the close of business on 31 December 2026 or, if earlier, on the conclusion of the next Annual General Meeting of the Company;
  - c) the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the Directors may allot shares or grant Allotment Rights under any such offer or agreement as if the authority had not expired; and
  - d) all authorities vested in the Directors on the date of this Notice to allot shares or to grant Allotment Rights that remain unexercised at the commencement of this meeting are revoked.

## Special Resolutions

14. That, subject to the passing of Resolution 13 in this Notice, the Directors are empowered pursuant to sections 570 and 573 of the Companies Act 2006 to allot equity securities (as defined in section 560 of that Act) for cash, pursuant to the authority conferred on them by Resolution 13 in this Notice and/or by way of a sale of treasury shares as if section 561 of that Act did not apply to any such allotment, provided that this power is limited to:
  - a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Conduct Authority's UK Listing Rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of ordinary shares on the register on any fixed record date in proportion to their holdings of ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange; and

- b) the allotment of equity securities (other than pursuant to paragraph 12(a) above) with an aggregate nominal value of £870,076,  
and shall expire on the revocation or expiry (unless renewed) of the authority conferred on the Directors by Resolution 13 in this Notice, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities under any such offer or agreement as if the power had not expired.
15. That the Company is generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of that Act) of ordinary shares in its capital on such terms and in such manner as the Directors may from time to time determine, provided that:
- a) the maximum aggregate number of ordinary shares which may be purchased under this authority is 17,401,528;
  - b) the minimum price (exclusive of expenses) which may be paid for such an ordinary share shall be its nominal value;
  - c) the maximum price (exclusive of expenses) which may be paid for such an ordinary share shall be an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venue where the market purchases by the Company are carried out;
  - d) unless previously renewed, revoked or varied, this authority shall expire at the close of business on 31 December 2026 or, if earlier, at the conclusion of the next Annual General Meeting of the Company; and
  - e) before this authority expires, the Company may enter into a contract to purchase ordinary shares that would or might require a purchase to be completed wholly or partly after such expiry and the Company may purchase ordinary shares pursuant to any such contract as if this authority had not expired.
16. That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.
17. That:
- 17.1 in relation to certain dividends equalling £47,710.90 in aggregate paid by the Company to holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each ('B Shares'), being: (i) the dividend of £2,490.42, in aggregate, paid on 25 November 2022; (ii) the dividend of £7,471.27, in aggregate, paid on 26 May 2023; (iii) the dividend of £11,639.73, in aggregate, paid on 1 December 2023; (iv) the dividend of £13,071.39, in aggregate, paid on 31 May 2024; and (v) the dividend of £13,038.09, in aggregate, paid on 29 November 2024 (the 'Dividends'):
- a) the appropriation of distributable profits of the Company (as shown in the Company's audited accounts for the financial year ended 30 June 2025) to the payment of each of the Dividends together having a total value of £47,710.90 be and is hereby authorised and confirmed each by reference to the same record date as the original accounting entries for such Dividends;
  - b) any and all claims which the Company has or may have arising out of or in connection with the payment of any of the Dividends against those holders of B Shares who appeared on the register of members on the record date for any of the Dividends (or the personal representative or successor in title (as appropriate) of such a shareholder's estate if he or she is deceased) (the 'Recipient Shareholder') be waived and released, and that a deed of release in favour of such Recipient Shareholders be entered into by the Company in the form detailed in Part 1 of Appendix 2 to this Notice and any Director of the Company in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
  - c) any and all claims which the Company has or may have against each of its Directors and former Directors (or the personal representatives and their successors in title (as appropriate) of his or her estate if such Director or former Director is deceased) (together the 'Relevant Directors'), arising out of or in connection with the approval, declaration or payment of any of the Dividends be waived and released, and that a deed of release in favour of each of such Relevant Directors be entered into by the Company in the form detailed in Part 3 of Appendix 2 to this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
  - d) any distribution involved in the giving of the release (referred to in paragraphs 17.1(b) and 17.1(c) above) in relation to the Dividends be made out of the relevant distributable profits of the Company appropriated to each Dividend by reference to a record date identical to the record date for each such Dividend; and

# Notice of Annual General Meeting continued

## Special Resolutions continued

17.2 in relation to certain loans equalling £5,100,339.38 in aggregate advanced by the Company to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 (the 'Trustee') for the purpose of purchasing shares in the Company, being: (i) £722,773.48 paid in November 2023; (ii) £27,246.06 paid in February 2024; (iii) £2,000,000.00 paid in March 2024; (iv) £450,629.33 paid in September 2024; and (v) £1,899,690.51 paid in October 2024 (the 'EBT Loans'):

- a) the appropriation of distributable profits of the Company (as shown in the Company's audited accounts for the financial year ended 30 June 2025) to the payment of each of the EBT Loans together having a total value of £5,100,339.38 be and is hereby authorised and confirmed each by reference to the date on which such payment was made by the Company to the Trustee;
- b) any and all claims which the Company has or may have against the Trustee to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006, be waived and released (and, for the avoidance of doubt, no other waiver or release is intended or shall be implied and all other liabilities, obligations or rights arising under or in connection with the EBT Loans shall remain in full force and effect in accordance with their terms), and that a deed of release in favour of the Trustee be entered into by the Company in the form detailed in Part 2 of Appendix 2 of this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company;
- c) any and all claims which the Company has or may have against each of its Relevant Directors arising out of or in connection with the approval, declaration or payment of any of the EBT Loans be waived and released, and that a deed of release in favour of each of such Relevant Directors be entered into by the Company in the form detailed in Part 3 of Appendix 2 of this Notice and any Director in the presence of a witness or any two Directors or any Director and the Company Secretary be authorised to execute the deed of release as a deed for and on behalf of the Company; and
- d) any distribution involved in the giving of the release (referred to in paragraphs 17.2(b) and 17.2(c) above) in relation to the EBT Loans be made out of the relevant distributable profits of the Company appropriated to each of the EBT Loans by reference to a date of payment identical to the date of payment for each such EBT Loan.

By order of the Board

## Robert Henry

General Counsel and Company Secretary  
29 September 2025

## Registered Office:

Middleton Way  
Middleton  
Manchester  
M24 4DP

Registered in England and Wales number 02798634



# Notes

## 1. Right to appoint a proxy

A member who is entitled to attend and vote at the AGM is entitled to appoint another person, or two or more persons in respect of different shares held by him/her, as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company. Appointing a proxy shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof.

## 2. Entitlement to vote

The Company hereby specifies that, to have the right to attend and vote at the AGM (and also for the purpose of calculating how many votes a person entitled to attend and vote may cast), a person must be entered on the Company's register of members as the holder of ordinary shares in the Company by the close of business on Tuesday, 18 November 2025 or, if the meeting is adjourned, by the time which is not more than 48 hours (excluding non-working days) before the time of the adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting. The right to attend and vote at the AGM is subject to the Company's articles of association.

## 3. Attendance at the meeting

A member wishing to attend and vote at the AGM in person should arrive prior to the time fixed for its commencement. A member that is a corporation can only attend and vote at the meeting in person through one or more representatives appointed in accordance with section 323 of the Companies Act 2006. Any such representative should bring to the meeting written evidence of his or her appointment, such as a certified copy of a board resolution of, or a letter from, the corporation concerned confirming the appointment. Any member wishing to vote at the AGM without attending in person or (in the case of a corporation) through its duly appointed representative must appoint a proxy to do so.

## 4. Means of appointing a proxy

Members are encouraged to appoint the Chair of the AGM as their proxy irrespective of whether or not they propose to attend. This will ensure that the member's vote will be counted if ultimately the member (or any other proxy the member might otherwise appoint) is not able to attend on the day for any reason. If a member appoints the Chair of the meeting as his or her proxy, the Chair will vote in accordance with the member's instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the resolutions set out in the Notice. Appointing a proxy will not prevent a member from attending and voting in person. A member can appoint a proxy by any of the following methods:

- a) By submitting a proxy appointment online – A member may appoint a proxy online by registering for the Investor Centre app or via <https://uk.investorcentre.mpms.mufig.com/>. To register for an Investor Centre account, a member will need his or her Investor Code (IVC), which can be found on his or her share certificate or on any other recent shareholder communication. Once registered, a member will be able to appoint a proxy online immediately.

To be a valid proxy appointment, the member's electronic message confirming the details of the appointment completed in accordance with the relevant instructions must be transmitted so as to be received by no later than 2.00pm on Tuesday, 18 November 2025 or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting; or

- b) By submitting a proxy appointment via CREST – Members who hold their shares in uncertificated form may use the "CREST electronic proxy appointment service" to appoint a proxy electronically, as explained in Note 6 below; or
- c) By completing and returning a paper form of proxy – A member may appoint a proxy by completing and returning a paper proxy form. Members who would like a paper proxy form may request one from the Company's registrar by using the contact details provided in Note 10 below. To be valid, a paper proxy form must be completed in accordance with the instructions that accompany it and then delivered by post or by hand (during normal business hours) so as to be received by the Company's registrar, MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, by no later than 2.00pm on Tuesday, 18 November 2025 or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting.

A member that is an institutional investor may also be able to appoint a proxy electronically via the Proxymity platform, as explained in Note 7 below.

Any power of attorney or other authority under which an appointment of proxy is executed (or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 of that power or authority) must, unless previously registered with the Company, be received at the relevant address specified in these notes for receipt of such proxy appointment by the latest time indicated for receipt of such proxy appointment.

## 5. Investor Centre

Investor Centre is a free app for smartphone and tablet provided by MUFG Corporate Markets (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Investor Centre via a web browser at: <https://uk.investorcentre.mpms.mufig.com/>.



App store



Google Play

### 6. CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 2.00pm on Tuesday, 18 November 2025 or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting. For this purpose, the time of the message's receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is first able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & International Limited does not make available special procedures in CREST for transmitting any particular messages. Normal system timings and limitations will therefore apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST Proxy Instruction as invalid.

### 7. Proxymity

A member that is an institutional investor may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). A member's proxy appointment must be submitted by 2:00pm on Tuesday, 18 November 2025 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours (excluding non-working days) before the time of the adjourned meeting. Before a member can appoint a proxy via this process, the member will need to have agreed to Proxymity's associated terms and conditions. It is important that the member reads these carefully as the member will be bound by them and they will govern the electronic appointment of the proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of the member's proxy vote, which will automatically terminate the proxy's appointment.

### 8. Proxy's discretion as to voting

Unless otherwise indicated on the form of proxy, CREST, Proxymity or any other electronic voting instruction, the proxy may vote as they think fit or, at their discretion, withhold from voting.

### 9. Shareholders' rights under Sections 338 and 338A of the Companies Act 2006

Under Section 338 and Section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company: (a) to give to shareholders of the Company entitled to receive the Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (b) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company no later than Wednesday, 8 October 2025, being the date six clear weeks before the AGM, or if later, the time at which Notice of the AGM is given and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.



## 10. Member helpline

Any member that needs help with voting online, or requires a paper proxy form, should please contact the Company's registrar, MUFG Corporate Markets, by email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com), or call the registrar on +44 (0)371 664 0300. Calls will be charged at the standard geographic rate and will vary by provider. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open from 9.00am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

## 11. Nominated persons

Any person to whom this Notice is sent who is currently nominated by a member of the Company to enjoy information rights under section 146 of the Companies Act 2006 (a 'Nominated Person') may, under an agreement with the member by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy at the AGM. If a Nominated Person has no such right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the member concerned as to the exercise of voting rights. The statement of the rights of members in relation to the appointment of a proxy in Note 1 above does not apply to a Nominated Person. Such rights can only be exercised by the member concerned.

## 12. Total number of shares and voting rights

As at 25 September 2025 (being the last practicable day prior to the publication of this document) the Company's issued share capital consisted of 174,015,287 ordinary shares of 10p each (excluding ordinary shares held in treasury) with each ordinary share carrying the right to one vote and 665,888,258 non-cumulative redeemable preferences shares of 0.1 pence each ('B Shares'). B Shares have no voting rights except at any general meeting at which a resolution to wind up the Company is to be considered.

As at 25 September 2025, the Company held 42,041 ordinary shares of 10p each in treasury. Such shares carry no voting rights. Therefore, as at that date, the total voting rights in the Company were 174,015,287.

## 13. Website publication of audit concerns

It is possible that, pursuant to members' requests made in accordance with section 527 of the Companies Act 2006, the Company will be required to publish on its website a statement setting out any matter that the members concerned propose to raise at the meeting relating to the audit of the Company's latest accounts or any circumstances connected with the Company's former auditor ceasing to hold office since the Company's previous Annual General Meeting. The Company cannot require the members concerned to pay its expenses in complying with relevant sections of the Act. The Company must forward any such statement to its auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any such statement.

## 14. Right to ask questions

Each member attending the meeting has the right to ask questions relating to the business being dealt with at the meeting which, in accordance with section 319A of the Companies Act 2006 and subject to some exceptions, the Company must cause to be answered.

## 15. Availability of information

Information relating to the meeting which the Company is required by the Companies Act 2006 (including information required by section 311A) to publish on a website in advance of the meeting may be viewed at [www.mcbride.co.uk](http://www.mcbride.co.uk). Copies of the Directors' service contracts or letters of appointment (as relevant) are available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) at the registered office of the Company.

## 16. Electronic communications

A member may not use any electronic address provided by the Company in this document or with any proxy appointment form or in any website for communicating with the Company for any purpose in relation to the AGM other than as expressly stated in it.

## 17. Poll voting

The Chair of the AGM intends to put all resolutions contained in this Notice to a vote on a poll. This will result in a more accurate reflection of the views of members by ensuring that every vote is recognised, including the votes of those members who are unable to attend but who have appointed a proxy for the meeting. On a poll, each member has one vote for every share held. As soon as practicable following the meeting, the results of the voting will be announced via a regulatory information service and posted on the Company's website.

## Annual General Meeting Location

Arbeta  
11 Northampton Road  
Manchester  
M40 5BP

Telephone: +44 (0)161 653 9037

# Appendix 1

Explanatory notes to the business of the AGM

## Resolution 1: Receipt of the Report and accounts

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial year. In accordance with best practice, the Company proposes an ordinary resolution to receive its audited accounts and reports for the financial year ended 30 June 2025 (the '2025 Annual Report').

## Resolution 2: Approval of the Directors' Remuneration Report

In accordance with the Companies Act 2006, shareholders are invited to approve the Directors' Remuneration Report for the financial year ended 30 June 2025. The Directors' Remuneration Report can be found on pages 80 to 81 and 88 to 99 of the 2025 Annual Report. For the purposes of this resolution, the Directors' Remuneration Report does not include the summary of the Directors' Remuneration Policy set out on pages 82 to 87 of the 2025 Annual Report. The vote on Resolution 2 is advisory only and the Directors' entitlement to remuneration is not conditional on its being passed.

The Companies Act 2006 requires that the Directors' Remuneration Policy must be put to shareholders for approval whenever a new policy, or an amendment to an existing approved policy, is proposed. The Directors' Remuneration Policy must in any event be put to shareholders for approval at least every three years. The Company is not proposing any changes to the Directors' Remuneration Policy approved by shareholders at the Annual General Meeting in 2023.

## Resolution 3

Resolution 3 seeks shareholder approval for the final ordinary dividend recommended by the Directors. The Directors are recommending a final dividend of 3.0 pence per ordinary share. If approved, the final dividend will be paid on 28 November 2025 to holders of ordinary shares on the register of members on 31 October 2025.

## Resolutions 4 to 9: Re-appointment of Directors

Resolutions 4 to 9 relate to the retirement and re-appointment of the Company's Directors. The Company's Articles of Association require the retirement at each Annual General Meeting of any Director who has been a Director at each of the preceding two Annual General Meetings and who was not appointed or re-appointed by the Company in general meeting at, or since, either such meeting. Notwithstanding the provisions of the Company's Articles of Association, the Board has determined that each of the Directors shall retire from office at the AGM in line with the best practice recommendations of the Financial Reporting Council's UK Corporate Governance Code. Each Director intends to offer themselves for re-appointment by the shareholders.

The performance of the Board as a whole, as well as the contribution made by the individual Non-Executive Directors, has been reviewed during the course of the year. Further details of the evaluation process are set out on pages 70 to 71 of the 2025 Annual Report.

After considering this evaluation, the Chairman of the Board considers that the Independent Non-Executive Directors continue to exercise independent and objective judgement and that all of the Directors continue to make a positive contribution and to demonstrate commitment to their roles and that their respective skills complement each other to enhance the overall operation of the Board. Biographies of each of the Directors are available at Appendix 3 to this document. It is the Board's view that the biographies illustrate why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success.

## Resolutions 10 and 11: Re-appointment and remuneration of auditor

The Company is required to appoint or re-appoint an auditor at each General Meeting at which its audited accounts and reports are presented to shareholders. On the recommendation of the Audit and Risk Committee, the Board is proposing to shareholders the re-appointment of PricewaterhouseCoopers LLP as the Company's auditor for the financial year commencing on 1 July 2025.

Resolution 10, therefore, proposes PricewaterhouseCoopers LLP's re-appointment as auditor to hold office until the next general meeting of the Company at which its accounts are laid before shareholders. Resolution 11 authorises the Audit and Risk Committee to agree the auditor's remuneration.

The Audit and Risk Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

## Resolution 12: Authorisation of political donations and expenditure

Subject to limited exceptions, Part 14 of the Companies Act 2006 imposes restrictions on companies making political donations to any political party or other political organisation or to any independent election candidate or incurring political expenditure unless they have been authorised to do so at a general meeting. It has always been the Company's policy that it does not make political donations nor incur political expenditure. This remains the case. Nevertheless, the Companies Act 2006 includes broad and ambiguous definitions of the terms "political donation" and "political expenditure" which may apply to some normal business activities which would not generally be considered to be political in nature.

As in previous years, the Board considers that it would be prudent to obtain shareholder approval to make donations to political parties, political organisations and independent election candidates and to incur political expenditure up to the limit specified in the resolution. As is common practice among many UK public companies, this authority is sought as a precautionary measure only to guard against any inadvertent breach of the statutory restrictions. The Board confirms that it has no intention of making any political donations, incurring political expenditure nor entering into party political activities.

### **Resolution 13: Authority to allot ordinary shares**

The Directors currently have a general authority to allot new shares in the Company and to grant rights to subscribe for, or convert any securities into, shares. This authority is, however, due to expire at the AGM and the Board would like to seek a new authority to provide the Directors with flexibility to allot new shares and grant rights up until the Company's next Annual General Meeting.

The proposed authority, if granted, will provide the Directors with the flexibility to allot (and grant rights over) new shares in the Company in any circumstances up to a maximum aggregate nominal amount of £870,076. This amount represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 25 September 2025 (being the latest practicable date prior to publication of this document). The Company held 42,041 shares in treasury as at that date, representing approximately 0.023% of the Company's issued ordinary share capital (and representing approximately 0.023% of the Company's issued ordinary share capital when treasury shares are excluded from the Company's issued ordinary share capital).

The Directors do not have any present intention to exercise this authority, however the Board considers it prudent to have the flexibility that it provides to enable the Directors to respond to any appropriate opportunities that may arise. If granted, this authority will expire at the close of business on 31 December 2026 or, if earlier, on the conclusion of the Company's next Annual General Meeting.

The Investment Association's guidelines on Directors' allotment authority, revised in February 2023, state that the Association's members will regard as routine any proposal at a general meeting to seek a general authority to allot an amount up to two-thirds of the existing share capital, provided that any amount in excess of one-third of the existing share capital is applied to fully pre-emptive offers only. Under the previous iteration of the guidelines, such excess was limited to fully pre-emptive rights issues only. Following engagement with certain of the Company's non-UK shareholders during 2023, the Board concluded it to be in the best interests of the Company to limit the allotment authority sought at the Annual General Meeting in 2023 to 5% of the Company's issued ordinary share capital (excluding treasury shares). The Board continues to believe it to be in the best interests of the Company to so limit the allotment authority, and accordingly, approval is being sought on the same basis as that sought in previous years.

### **Resolution 14: Power to allot ordinary shares for cash free from statutory rights of pre-emption**

Resolution 14 is a special resolution which, if passed by shareholders, will enable the Directors to allot equity securities (which means ordinary shares, or rights to subscribe for, or to convert securities into, ordinary shares) in the Company, and/or to sell any ordinary shares out of treasury, for cash, without first offering those equity securities to existing shareholders in proportion to their existing holdings.

In November 2022, the Pre-Emption Group revised its Statement of Principles on the Disapplication of Pre-emption Rights. The revised Principles make a number of changes designed to improve capital raising processes for publicly traded companies by, among other matters, increasing the "routine" disapplication thresholds and introducing new supplemental disapplication thresholds.

The Principles provide that a company may seek power to issue, on a non-pre-emptive basis, shares for cash in any one year representing: (i) no more than 10% (previously 5%) of the company's issued ordinary share capital for use in any circumstances; and (ii) no more than an additional 10% (previously 5%) of the company's issued ordinary share capital provided that such additional power is only used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding 12-month period (previously 6 months) and is disclosed in the announcement of the issue. The Principles also provide that, in both cases (i) and (ii) outlined above, a company may now seek a further power to issue, on a non-pre-emptive basis, shares for cash representing no more than 2% of the company's issued ordinary share capital for the purposes of making a 'follow-on' offer (being an offer of a kind contemplated by the Principles) to certain retail investors and existing shareholders.

The Board has, once again this year, carefully considered the increased and supplemental thresholds available under the revised Principles, and has concluded that, for the time being, it continues to be in the best interests of the Company and its shareholders to seek a disapplication power similar in both scope and level to that sought by the Company in previous years.

Accordingly, if passed by shareholders, this resolution will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis both in connection with a rights issue, open offer or other similar pre-emptive issue and, otherwise than in connection with any such issue, up to a maximum nominal amount of £870,076. This amount represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 25 September 2025 (being the latest practicable date prior to publication of this document). This resolution will permit the Board to allot ordinary shares for cash on a non-pre-emptive basis, up to the specified level, in any circumstances.

The Directors do not have any present intention of exercising this power but believe that it is in the best interests of shareholders to have the flexibility, in those limited circumstances, to allot shares or to sell treasury shares for cash.

The Board confirms that, in exercising this power, it will follow the shareholder protections and features set out in Part 2B of the Pre-Emption Group's Statement of Principles.

### **Resolution 15: Authority to purchase own shares**

This special resolution, if passed, will authorise the Company to make market purchases of its own ordinary shares up until the close of business on 31 December 2026 or, if earlier, the conclusion of the Company's next Annual General Meeting, subject to specific conditions relating to price and volume.

The maximum number of ordinary shares which may be purchased under this authority is 17,401,528, representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 25 September 2025 (being the latest practicable date prior to publication of this document).

# Appendix 1

Explanatory notes to the business of the AGM continued

## **Resolution 15: Authority to purchase own shares continued**

The minimum price which could be paid for a share would be its nominal value and the maximum price would be an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share in the Company derived from the London Stock Exchange Daily Official List for the five business days immediately prior to the day on which such share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venue where the market purchases by the Company are carried out. In each case, the minimum and maximum prices exclude expenses.

The Directors have no present intention of exercising this authority, but wish to have the flexibility to do so in the future. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. Any shares purchased will be either cancelled and the number of shares in issue reduced accordingly or held as treasury shares in accordance with company legislation. Shares held in treasury can be cancelled, sold for cash or, in appropriate circumstances, used to meet obligations under long-term incentive schemes. Any such decision will be made by the Directors at the time of purchase on the basis of the shareholders' best interests.

This authority would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at the time and the business needs and investment demands of the Company. Additionally, the Directors would only utilise the authority if they are satisfied that doing so would result in an increase in earnings per share and that it is in the best interests of shareholders generally.

As at 25 September 2025, there were options or rights outstanding to subscribe for 8,699,077 new ordinary shares in the Company. This represented 4.99% of the Company's issued ordinary share capital (excluding treasury shares) at that date and would represent 6.25% of the Company's issued ordinary share capital (excluding treasury shares) if the Company's existing authority and that being sought had been exercised in full at that date.

## **Resolution 16: Authority for calling general meetings on shorter notice**

The Company currently has the power under its Articles of Association to call a general meeting (other than an Annual General Meeting) on not less than 14 clear days' notice and would like to preserve this ability. In order to do so, shareholders must first approve the calling of such general meetings on shorter notice.

This special resolution seeks such shareholder approval. The shorter notice would not be used as a matter of routine for general meetings, but only when the flexibility is merited by the business of the meeting (such as time sensitive matters) and in circumstances where it is to the advantage of the shareholders as a whole. If given, this authority will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

## **Resolution 17: Previous dividends to holders of B shares and loans to the EBT**

### **1. The Relevant Distributions**

During the course of the financial year ended 30 June 2025, the Board became aware of potential technical issues in respect of the Company's procedures for: (i) the payment of certain dividends to the holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each ('B Shares') in the period from November 2022 to November 2024; and (ii) the making of certain loans to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012, (the 'Trustee') in the period from November 2023 to October 2024. As a result of this issue, which is described in high level terms in the Chairman's letter of this document, the relevant dividends were paid, and the relevant loans may have been made, otherwise than in accordance with the Companies Act 2006 in so far as they were made without the Company, itself, holding sufficient distributable reserves and without interim accounts having been filed at Companies House prior to payment and/or, in relation to the loans, where they resulted in a reduction in the Company's net assets. These issues did not affect any other distributions, or loans to the Trustee, made by the Company in the relevant financial years.

The relevant dividends to the holders of the B Shares are: (i) the dividend of £2,490.42, in aggregate, paid on 25 November 2022; (ii) the dividend of £7,471.27, in aggregate, paid on 26 May 2023; (iii) the dividend of £11,639.73, in aggregate, paid on 1 December 2023; (iv) the dividend of £13,071.39, in aggregate, paid on 31 May 2024; and (v) the dividend of £13,038.09, in aggregate, paid on 29 November 2024, totalling £47,710.90 in aggregate, (the 'Dividends'). The relevant loans to the Trustee are: (i) £722,773.48 paid in November 2023; (ii) £27,246.06 paid in February 2024; (iii) £2,000,000.00 paid in March 2024; (iv) £450,629.33 paid in September 2024; and (v) £1,899,690.51 paid in October 2024, totalling £5,100,339.38 in aggregate, (the 'EBT Loans', and together with the Dividends, the 'Relevant Distributions'). Further procedures have been put in place to ensure the Company's reserves are sufficient for relevant dividends to be paid and loans to be made in the future. These include reviewing the Company's anticipated upcoming distributable reserve requirements, establishing a process for paying dividends up to the Company to ensure the Company has sufficient distributable reserves for its requirements, checking the Company has sufficient distributable reserves before paying a dividend or making a loan, and updating the Audit and Risk Committee on the Company's distributable reserves at set intervals.

Approval is being sought to pass Resolution 17 to authorise: (i) the appropriation of distributable profits to the payment of Relevant Distributions; and (ii) the waiver and release by the Company of any claims which the Company has or may have in connection with the authorisation, declaration or payment (as the case may be) of the Relevant Distributions against the relevant holders of the B Shares, the Trustee, the Directors or certain former directors who were directors of the Company at a time when any of the Relevant Distributions were authorised, declared and/or paid (the 'Former Directors'). If passed, the overall effect of the Resolution 17 will be to put all potentially affected parties so far as possible into the position they would have been in had the Relevant Distributions been made in full compliance with the Companies Act 2006.



## **2. The consequences of Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006**

The Company has been advised that, to the extent that the Relevant Distributions were made otherwise than in accordance with the Companies Act 2006, it may have claims against: (i) past and present holders of the B Shares who were recipients of the Dividends; (ii) the Trustee as the recipient of the EBT Loans; and (iii) the Directors and Former Directors. The Board notes, however, that the Company has no intention of bringing any such claims.

The Company has been independently advised by Slaughter and May.

## **3. Shareholder Resolution**

In order to remedy the potential consequences of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006 and to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the requirements of the Companies Act 2006, the Company is proposing Resolution 17.

If passed, the effect of Resolution 17, which will be proposed as a special resolution, will be to:

- authorise the appropriation of the distributable profits of the Company to the payment of each of the Dividends together having a total value of £47,710.90, in aggregate;
- waive and release any and all claims which the Company has or may have in respect of the payment of the Dividends against the holders of B Shares who appeared on the register of members on the record date for any of the Dividends (or the personal representatives and their successors in title of the estate of any deceased holders of B Shares) (the 'Recipient Shareholders'), such waiver and release to be effected by way of the entry by the Company into a deed of release in favour of such Recipient Shareholders (the 'Shareholders' Deed of Release');
- waive and release any and all claims which the Company may have against each of its Directors and Former Directors and the personal representatives (and their successors in title) of the estate of any deceased Directors and Former Directors (together the 'Relevant Directors') arising out of or in connection with the approval, declaration or payment of any of the Dividends, such waiver and release to be effected by way of the entry by the Company into a deed of release in favour of such Relevant Directors (the 'Directors' Deed of Release');
- authorise the appropriation of the distributable profits of the Company to the payment of each of the EBT Loans together having a total value of £5,100,339.38, in aggregate;
- waive and release any and all claims which the Company has or may have against the Trustee who was the recipient of each of the EBT Loans to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006, such waiver and release to be effected by way of the entry by the Company into a deed of release in favour of the Trustee (the 'Trustee's Deed of Release');
- waive and release any and all claims which the Company has or may have against the each of the Relevant Directors arising out of or in connection with the approval, declaration or payment of any of the EBT Loans, such waiver to be effected by way of the entry by the Company into the Directors' Deed of Release.

For the avoidance of doubt, no other waiver or release is intended or shall be implied in relation to the Trustee's Deed of Release and nothing in the Trustee's Deed of Release shall operate to waive, release, discharge, impair or otherwise affect any other liabilities, obligations or rights arising under or in connection with the EBT Loans, all of which shall remain in full force and effect in accordance with their terms.

The approach that the Company is proposing by way of Resolution 17 is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the Official List maintained by the Financial Conduct Authority and to trading on the Main Market of the London Stock Exchange and that have also made corporate distributions otherwise than in accordance with the Companies Act 2006, who have not had distributable reserves at the relevant entity level and/or who have failed to comply with the procedural requirement to file interim accounts specifically prepared for the purposes of the payment of a dividend or other distributions.

## **4. The authorisation of the appropriation of the Company's distributable profits, the Shareholders' Deed of Release and the Trustee's Deed of Release**

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company to the payment of each of the Relevant Distributions. As a matter of common law, it is necessary for the appropriation of distributable profits to be approved by shareholders. The Company has been advised that it is also preferable for shareholders to approve the Company's entry into the Shareholders' Deed of Release, since the release of those past and present holders of B Shares who appeared on the register of members on the record date for any of the Dividends (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have arising out of or in connection with the payment of any of the Dividends will, insofar as those persons remain holders of B Shares, comprise a shareholder distribution. The proposed authorisation of the appropriation of the Company's distributable profits to the payment of each of the Relevant Distributions and the entry by the Company into the Shareholders' Deed of Release and Trustee's Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Relevant Distributions is equal to and offset by the release of each Recipient Shareholder and the Trustee from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders or the Trustee in respect of the Relevant Distributions. In addition, the Company has not recorded or disclosed the potential right to make claims against Recipient Shareholders and/or the Trustee as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders and/or the Trustee is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders and/or the Trustee to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company. In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable.

# Appendix 1

Explanatory notes to the business of the AGM continued

## **Resolution 17: Previous dividends to holders of B shares and loans to the EBT continued**

### **4. The authorisation of the appropriation of the Company's distributable profits, the Shareholders' Deed of Release and the Trustee's Deed of Release continued**

The Directors have concluded that any inflow of economic benefits as a result of such claims is less than probable. Accordingly, the Company's entry into each of the Shareholders' Deed of Release and the Trustee's Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

### **5. The Directors' Deed of Release**

Under the Company's articles of association, it is necessary for shareholders to approve the Company's waiver of any rights of the Company to make claims against the Relevant Directors arising out of or in connection with the approval, declaration or payment of any of the Relevant Distributions, since the Board would itself have a potential conflict of interest in approving such a waiver. This is because the members of the Board are named as beneficiaries of the waiver. As interested parties, the Relevant Directors have undertaken to abstain from voting on Resolution 17 in respect of their own beneficial holdings of ordinary shares in the capital of the Company. The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to any claims which the Company may have against the Recipient Shareholders or the Trustee, the Company has not recorded or disclosed its right potentially to make claims against the Relevant Directors in respect of the Relevant Distributions as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Relevant Directors is uncertain (and, in any case, incapable of reliable estimation) on the basis that the Relevant Directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company. In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The Directors have concluded that any inflow of economic benefits as a result of such claims is less than probable. Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any recognised asset or contingent asset by the Company in favour of the Relevant Directors.

### **6. The tax position of UK shareholders**

The Company has been advised by its legal advisers that, based in part on their understanding of previous HMRC confirmations provided to other companies incorporated in the United Kingdom whose shares were admitted to the Official List and to trading on the Main Market of the London Stock Exchange and that similarly had made distributions otherwise than in accordance with the Companies Act 2006, it is not expected that the tax position of UK resident shareholders generally will have been affected by the procedural irregularities in the Relevant Distributions or will be affected by the steps proposed to remedy them. Accordingly, the passing of Resolution 17 is not expected to affect the UK tax position of such persons. If any UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

### **7. The tax position of non-UK shareholders**

If any US or other non-UK resident shareholder has any doubts about his or her tax position, he or she should consult with an independent professional adviser.

### **8. Other information**

The share capital of the Company as at 25 September 2025 (being the latest practicable date before the publication of this document) comprises 174,015,287 ordinary shares of 10 pence each (96.292% of total year end capital) (excluding treasury shares), 42,041 ordinary shares of 10 pence each held in treasury ('treasury shares') (0.023% of total year-end capital) and 665,888,258 B Shares of 0.1 pence each (3.685% of total year-end capital). For information, as at 25 September 2025 (being the latest practicable date before the publication of this document), options to subscribe for shares in respect of a maximum 8,699,077 ordinary shares in the Company were outstanding which, if exercised, would represent approximately 4.99 per cent. of the Company's issued ordinary share capital at the relevant date. Copies of the final forms of the Shareholders' Deed of Release, Trustee's Deed of Release and the Directors' Deed of Release are at the end of this document and available on the Company's website [www.mcbride.co.uk/investors/shareholder-information/agm/](http://www.mcbride.co.uk/investors/shareholder-information/agm/) and in hard copy during normal business hours on any weekday (except for Saturdays, Sundays and public holidays) at the registered office of the Company and at the offices of Slaughter and May, One Bunhill Row, London, EC1Y 8YY, United Kingdom up to the time of the Annual General Meeting. Copies will also be available at the place of the Annual General Meeting until the conclusion of the Annual General Meeting.



## Appendix 2

Part 1

McBride plc

Shareholders' Deed of Release

THIS DEED POLL is made on \_\_\_\_\_ 2025

by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the "**Company**"),

in favour of the past and present holders of the Company's non-cumulative redeemable preference shares of 0.1 pence each ("**B Shares**") who appeared on the register of members of the Company on the record date for any of the Dividends (as defined below) (or the personal representatives and their successors in title (as appropriate) of his or her estate if such shareholder is deceased) (the "**Recipient Shareholders**").

### WHEREAS:

- (A) The Company paid each of the following dividends to holders of B Shares in the Company:
- i) the dividend of £2,490.42, in aggregate, on 25 November 2022;
  - ii) the dividend of £7,471.27, in aggregate, on 26 May 2023;
  - iii) the dividend of £11,639.73, in aggregate, on 1 December 2023;
  - iv) the dividend of £13,071.39, in aggregate, on 31 May 2024; and
  - v) the dividend of £13,038.09, in aggregate, on 29 November 2024,
- (together the "**Dividends**").
- (B) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the "**Notice of AGM**"), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the Dividends having been made otherwise than in accordance with the Companies Act 2006.
- (C) The Company has been advised that, as a consequence of the Dividends having been made otherwise than in accordance with the Companies Act 2006, it may have claims against the Recipient Shareholders.
- (D) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company's shareholders at an annual general meeting held on 20 November 2025, the Company proposes to waive and release any and all claims which it has or may have in respect of the Dividends against the Recipient Shareholders, and wishes to enter into this Deed Poll in favour of the Recipient Shareholders.

THIS DEED POLL WITNESSES as follows:

### 1. RELEASE OF RECIPIENT SHAREHOLDERS

The Company hereby unconditionally and irrevocably waives and releases each of the Recipient Shareholders from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of shareholders of the Company) in connection with the making, incurrance, approval, declaration or payment of the Dividends.

### 2. GOVERNING LAW AND JURISDICTION

This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

**IN WITNESS** of which this Deed Poll has been duly executed and delivered as a deed on the date first above written.

**EXECUTED** as a deed by

McBride plc acting by a director

\_\_\_\_\_  
Director

in the presence of:

Witness's signature:\_\_\_\_\_

Name (print):\_\_\_\_\_

Occupation:\_\_\_\_\_

Address:\_\_\_\_\_

# Appendix 2

Part 2  
McBride plc  
Trustee's Deed of Release

THIS DEED POLL is made on \_\_\_\_\_ 2025

by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the “**Company**”),

in favour of Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 (the “**Trustee**”).

**WHEREAS:**

- (A) The Company advanced each of the following loans to the Trustee for the purpose of purchasing shares in the Company:
  - i) £722,773.48 paid in November 2023;
  - ii) £27,246.06 paid in February 2024;
  - iii) £2,000,000.00 paid in March 2024;
  - iv) £450,629.33 paid in September 2024; and
  - v) £1,899,690.51 paid in October 2024, (the “**EBT Loans**”).
- (B) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the “**Notice of AGM**”), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the EBT Loans meaning they may have been made otherwise than in accordance with the Companies Act 2006.
- (C) The Company has been advised that, where the EBT Loans have been made otherwise than in accordance with the Companies Act 2006, as a consequence, it may have claims against the Trustee.
- (D) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company’s shareholders at an annual general meeting held on 20 November 2025, the Company proposes to waive and release any and all claims which it has or may have against the Trustee to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006, and wishes to enter into this Deed Poll in favour of the Trustee.

THIS DEED POLL WITNESSES as follows:

- 1. **RELEASE OF THE TRUSTEE**  
The Company hereby unconditionally and irrevocably waives any rights or claims it has or may have against the Trustee and its employees and officers in respect of the right to recover an amount equal to the amount of the EBT Loans which were made otherwise than in accordance with the Companies Act 2006. For the avoidance of doubt, no other waiver or release is intended or shall be implied and nothing in this Deed Poll shall operate to waive, release, discharge, impair or otherwise affect any other liabilities, obligations or rights arising under or in connection with the EBT Loans, all of which shall remain in full force and effect in accordance with their terms.
- 1. **GOVERNING LAW AND JURISDICTION**  
This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

**IN WITNESS** of which this Deed Poll has been duly executed and delivered as a deed on the date which first above written.

**EXECUTED** as a deed by  
McBride plc acting by a director

\_\_\_\_\_  
Director

in the presence of:

Witness’s signature:\_\_\_\_\_

Name (print):\_\_\_\_\_

Occupation:\_\_\_\_\_

Address:\_\_\_\_\_

\_\_\_\_\_

# Appendix 2

Part 3  
McBride plc  
Directors’ Deed of Release

THIS DEED POLL is made on \_\_\_\_\_ 2025

by **MCBRIDE PLC**, a company incorporated in England and Wales (registered number 02798634), whose registered office is at Middleton Way, Middleton, Manchester, M24 4DP (the “**Company**”),

in favour of each of the current and certain former directors of the Company, whose names are set out in Schedule 1 to this deed (or the personal representatives and their successors in title (as appropriate) of his or her estate if such director is deceased) (the “**Directors**”).

**WHEREAS:**

- (A) The Company paid each of the following dividends to holders of the Company’s non-cumulative redeemable preference shares of 0.1 pence each:
  - i) the dividend of £2,490.42, in aggregate, on 25 November 2022;
  - ii) the dividend of £7,471.27, in aggregate, on 26 May 2023;
  - iii) the dividend of £11,639.73, in aggregate, on 1 December 2023;
  - iv) the dividend of £13,071.39, in aggregate, on 31 May 2024; and
  - v) the dividend of £13,038.09, in aggregate, on 29 November 2024,(the “**Dividends**”).
- (B) The Company advanced each of the following loans to Apex Group Fiduciary Services Limited, in its capacity as trustee of the McBride plc Employee Benefit Trust 2012 for the purpose of purchasing shares in the Company:
  - i) £722,773.48 paid in November 2023;
  - ii) £27,246.06 paid in February 2024;
  - iii) £2,000,000.00 paid in March 2024;
  - iv) £450,629.33 paid in September 2024; and
  - v) £1,899,690.51 paid in October 2024,(the “**EBT Loans**” and together with the Dividends, the “**Distributions**”).
- (C) As explained in the Notice of Annual General Meeting dated 29 September 2025 addressed to the shareholders of the Company (the “**Notice of AGM**”), a copy of which is appended to this Deed Poll, the board of directors became aware of certain technical issues in respect of the Distributions meaning they may have been made otherwise than in accordance with the Companies Act 2006.
- (D) The Company has been advised that, where the Distributions have been made otherwise than in accordance with the Companies Act 2006, as a consequence, it may have claims against each of the Directors.
- (E) Pursuant to the special resolution set out in the Notice of AGM and duly passed by the Company’s shareholders at an annual general meeting held on 20 November 2025, the Company proposes to waive and release any and all claims which it has or may have in respect of the Distributions against each of the Directors, and wishes to enter into this Deed Poll in favour of the Directors.

THIS DEED POLL WITNESSES as follows:

- 1. **RELEASE OF DIRECTORS**  
The Company hereby unconditionally and irrevocably waives and releases each of the Directors from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them (including, without limitation, any derivative action from or on behalf of shareholders of the Company) in connection with the making, incurrence, approval, declaration or payment of all or part of the Distributions.
- 2. **GOVERNING LAW AND JURISDICTION**  
This Deed Poll and any non-contractual rights and obligations arising out of or in connection with it or its subject matter shall be governed by and construed in accordance with English law. The courts of England shall have exclusive jurisdiction to settle any dispute which may arise out of or in connection with this Deed Poll or its subject matter.

**IN WITNESS** of which this Deed Poll has been duly executed and delivered as a deed on the date first above written.

**EXECUTED** as a deed by  
McBride plc acting by a director

\_\_\_\_\_  
Director

in the presence of:

Witness’s signature:\_\_\_\_\_

Name (print):\_\_\_\_\_

Occupation:\_\_\_\_\_

Address:\_\_\_\_\_

# Schedule 1

## Directors

### 1. DIRECTORS

Regi Aalstad

Elizabeth McMeikan

Alastair Murray

Jeffrey Nodland

Christopher Smith

Mark Strickland

### 2. FORMER DIRECTORS

Stephen Hannam

Igor Kuzniar

## Appendix 3

### Directors' biographical details

#### Jeffrey (Jeff) Nodland

Chairman

**Appointed:** 26 June 2019.

**Career and experience:** Jeff has significant experience in consumer chemicals manufacturing businesses, including both private label and contract manufacturing activities. He was most recently President and CEO of KIK Custom Products, retiring in February 2019 after eleven years in the role. KIK is one of North America's largest independent manufacturers of consumer packaged goods, including personal care, branded and private label household care, automotive chemicals and pool and spa chemicals. KIK also had important activities in the EU in their automotive and pool and spa care business units. During that time Jeff led the financial turnaround and growth of the business both organically and via acquisition.

Previously, Jeff held executive positions at specialty chemical businesses including Hexion Speciality Chemicals, Inc., McWhorter Technologies and The Valspar Corporation, with responsibility for activities at a number of chemical plants in Europe. In addition, Jeff was previously a Non-Executive Director of Pioneer Recycling Inc.

**Skills and attributes which support strategy and long-term success:** Jeff's collaborative leadership style, with perspectives gained in both the US and Europe, complement his responsibilities as Chairman. He is experienced in the governance of large-scale operations, leading reform and the management of complex projects to drive commercial performance, skills key to the fulfilment of McBride's strategy. Jeff's experience of the retail sector will enable him to provide the Board with highly relevant and valuable leadership as McBride focusses on delivering long-term sustainable value for all our stakeholders.

**Committee memberships:** Nomination Committee (Chair) and Remuneration Committee.

**Other roles:** Non-Executive Chair of EcoSynthetix Inc. He is also a Partner of Brenton Point Capital Partners, and a Board member of Trademark Cosmetics Inc.

#### Christopher (Chris) Smith

Chief Executive Officer

**Appointed:** 7 January 2015 (as Chief Finance Officer and, from June 2020, as Chief Executive Officer).

**Career and experience:** Chris joined the company in 2015 as Chief Finance Officer. During the period 22 July 2019 to 1 November 2019 he held the position of Interim Chief Executive Officer and on 11 June 2020 he was appointed Chief Executive Officer.

Chris's career spans over 30 years working in listed manufacturing businesses in highly competitive global industries. He brings extensive experience of international leadership in multi-site and multi-country organisations, covering mostly the UK, Europe and Asia Pacific. From 2008 to 2014, Chris was Group Finance Director at API Group plc, the AIM-listed specialty metallic film, foil and laminates producer. Other previous roles have included Scapa plc, where he was Finance and IT Director for Europe & Asia and also a number of senior finance roles at Courtaulds plc, where he gained extensive international experience, including overseas positions based in Germany and Hong Kong.

#### Skills and attributes which support strategy and long-term

**success:** Chris exhibits sound executive leadership and a considered approach to strategy which is evidenced through his management of the business through the recent macroeconomic challenges. His leadership style will be pivotal in advancing the next stage of McBride's evolution. His knowledge and understanding of the external context in which private label manufacturers operate informs the Board's views of long-term direction. His in-depth insight into the management and development of stakeholder relations and proactive approach to understanding stakeholder priorities during the recent financial challenges experienced by the business demonstrate he is well placed to lead the business towards future growth.

**Committee memberships:** None.

**Other roles:** None.

#### Mark Strickland

Chief Financial Officer

**Appointed:** 4 January 2021.

**Career and experience:** Mark has operated at the C-Suite level for more than 25 years, possessing extensive and hands-on Finance experience across Chemicals, Logistics, Retail/Own-label Food Businesses (both Meat and Dairy), B2B / B2C Services, Insurance and Financial Services.

More recently Mark has been involved in a number of business turnarounds / transformations and has delivered a number of successful Private Equity exits (having worked with CBPE, Apollo and Promethean). Immediately prior to joining McBride PLC, he was Interim Chief Financial Officer at The AA PLC.

#### Skills and attributes which support strategy and long-term

**success:** Mark has a strong track record of leading change and delivering sustainable long-term value for shareholders. He has extensive experience in leading major transformational turnaround and growth programmes including the pivotal role of digital and data, which will be highly relevant to McBride in the next phase of implementing its Compass strategy. Mark has experience of governance and the management of the Group risk environments, which is particularly pertinent given the financial, supply chain and other risks and challenges which the sector has recently experienced and continues to manage.

Mark has an MBA from Manchester Business School and is Fellow member of CIMA.

**Committee memberships:** None.

**Other roles:** None.

## Appendix 3

### Directors' biographical details

#### Elizabeth (Liz) McMeikan

Independent Non-Executive Director and Senior Independent Director

**Appointed:** 14 November 2019.

**Career and experience:** Liz has extensive experience within the consumer goods and retail sectors, including senior management roles in operations and marketing at Colgate Palmolive and Tesco. This, combined with her strong non-executive experience, makes her a valued member of the Board.

Liz is currently Non-Executive Chair of Nichols plc. She is also a Senior Independent Director and Remuneration Committee Chair of Dalata Hotel Group plc, Senior Independent Director of property investment trust Custodian Property Income REIT plc and a Non-Executive Director of private company Fresca Group, where she chairs the Audit Committee. Her past appointments include Senior Independent Director and Remuneration Committee Chair of Unite Group plc, Senior Independent Director of J.D. Wetherspoon plc and Senior Independent Director and Remuneration Committee chair of Flybe plc.

#### **Skills and attributes which support strategy and long-term**

**success:** Liz's experience of consumer facing business in a commercial, operational and non-executive capacity is extensive and highly relevant to McBride. She has a wealth of retail, Human Resources, change management and international experience and brings oversight and leadership of growth in large and dynamic operational businesses.

**Committee memberships:** Nomination Committee, Audit and Risk Committee and Remuneration Committee (Chair).

**Other roles:** Non-Executive Chair of Nichols plc, Senior Independent Director of Dalata Hotel Group plc, Senior Independent Director at Custodian Property Income REIT plc, and Non-Executive Director and Chair of the Audit Committee of Fresca Group Ltd.

#### Alastair Murray

Independent Non-Executive Director

**Appointed:** 2 August 2021.

**Career and experience:** Alastair, a chartered management accountant, brings a strong financial background, having operated as Chief Financial Officer of Premier Foods plc until August 2019. Alastair has recent and relevant financial experience across a number of listed companies, including Premier Foods plc, Dairy Crest plc and The Body Shop International plc. As well as a background in Finance, Alastair has significant experience in corporate strategy, restructuring and M&A.

#### **Skills and attributes which support strategy and long-term**

**success:** Alastair brings recent and relevant financial experience to the Board and strong direction to the Audit and Risk Committee, as Chair of which, he drives focus on the risk and control environment. He has a comprehensive understanding of the listed company context including investor relations experience most recently through his executive career at Premier Foods plc.

**Committee memberships:** Nomination Committee, Audit and Risk Committee (Chair) and Remuneration Committee.

**Other roles:** Independent Member of the Audit and Risk Committee for the Department for Education, and Non-Executive Director and Chair of the Audit and Risk Committee of Greencore Group plc.

#### Regi Aalstad

Independent Non-Executive Director (and Designated Non-Executive Director for Employee Engagement)

**Appointed:** 14 March 2022.

**Career and experience:** Regi has extensive leadership experience in global fast moving consumer goods. She has held Regional General Manager and Vice President positions with Procter & Gamble in Europe, Asia, Middle East, and Africa. She first joined P&G in the Nordics within the laundry & cleaning sector. Regi is currently a Non-Executive Director of Billerud AB and Gemelius SA and a Director of Regina Sarl. She also works as an advisor to private equity companies and as a coach.

Regi holds a Master of Business Administration from the University of Michigan, USA. Regi has previously held Non-Executive Director positions at Telenor ASA, Geberit AG and Plair SA, and as chair of an international NGO.

#### **Skills and attributes which support strategy and long-term**

**success:** Regi is highly qualified to appraise strategy development and execution having global leadership experience in the fast-moving consumer goods sector in culturally diverse environments worldwide. She has deep commercial experience across multiple goods categories that furthers the Board's understanding of the customer and the consumer, which will be invaluable to McBride's growth and entry into new markets.

**Committee memberships:** Audit and Risk Committee, Nomination Committee and Remuneration Committee.

**Other roles:** Non-Executive Director of Billerud AB, C-Loop Packaging AB and Gemelius SA, and a Director of Regina Sarl.

#### McBride plc

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