

Midwich Group Plc

Form of Directors' Deed of Release

Deed Poll

This Deed Poll is made on [●] 2024

By **Midwich Group Plc** (registered number 08793266) whose registered office is at Vincennes Road, Diss, Norfolk, IP22 4YT, United Kingdom (the "**Company**") in favour of certain current and former directors of the Company whose names are set out in the Schedule to this deed (the "**Relevant Directors**").

Whereas:

- (A) As explained in the circular (incorporating the Company's notice of Annual General Meeting ("**AGM Notice**") addressed to the shareholders of the Company dated 10 April 2024 that is appended to this deed poll the board of directors of the Company has become aware of a technical issue in respect of the Company's procedures for the payment of the following dividends (the "**Relevant Distributions**"):

Financial year in which dividend was paid	Date on which dividend was paid	Dividend amount per Ordinary Share
2018	26 October 2018	interim dividend of 4.60 pence
2019	21 June 2019	the final dividend of 10.60 pence
2019	25 October 2019	the interim dividend of 4.85 pence
2021	2 July 2021	the special dividend of 3.00 pence
2021	25 October 2021	the interim dividend of 3.30 pence
2022	17 June 2022	the final dividend of 7.80 pence
2022	26 October 2022	the interim dividend of 4.50 pence
2023	16 June 2023	the final dividend of 10.50 pence
2023	27 October 2023	the interim dividend of 5.50 pence

- (B) 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 against each of the Relevant Directors.
- (C) Pursuant to Resolution 15 set out in the AGM Notice and duly passed by the Company's shareholders at an annual general meeting on 14 May 2024, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against each of the Relevant Directors and wishes to enter into this deed poll in favour of the Relevant Directors in order to effect the same.

This Deed Poll witnesses as follows:

1. Release

The Company unconditionally and irrevocably waives and releases each of the Relevant 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

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shareholders of the Company, in connection with the making of all or part of the Relevant Distributions.

2. **Governing law**

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

In witness of which this deed poll has been executed and has been delivered on the date which first appears on this deed poll.

Executed as a deed by **Midwich Group Plc**) Director
acting by a director in the presence of:) *Signature*
)
)
Print name

Witness' Signature

Name:

Address:

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Midwich Group Plc

Schedule 1

Current Relevant Directors

Michael Ashley

Stephen Fenby

Andrew Herbert

Stephen Lamb

Hilary Wright