

**Written Resolutions of the Shareholders of the Subsidiary Company**

**WRITTEN RESOLUTION**

**OF**

**DALE SHEETMETAL LIMITED(the "Company")**

**Company Number 01993403**

Dated this 12<sup>th</sup> day of May 2023

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

THAT:-

That the Company hereby approve the acquisition of the Company by DALE SHEETMETAL HOLDINGS LIMITED and that 1000 issued shares held by THOMAS DALE ( 330 shares), DAVID DALE (335 shares) and RUTH DALE (335 Shares) in the issued share capital of the Company be transferred to DALE SHEETMETAL HOLDINGS LIMITED in exchange for the allotment of 665 new shares in DALE SHEETMETAL HOLDINGS LIMITED to Thomas Dale and a cash payment in the form of a loan owed to David Dale and Ruth Dale by DALE SHEETMETAL HOLDINGS LIMITED. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of DALE SHEETMETAL HOLDINGS LIMITED and in return, receive from DALE SHEETMETAL HOLDINGS LIMITED as follows:-

- (a) THOMAS DALE RECEIVES 665 NEW ALLOTTED SHARES IN DALE SHEETMETAL HOLDINGS LIMITED IN EXCHANGE FOR HIS 330 SHARES BEING TRANSFERRED TO DALE SHEETMETAL HOLDINGS LIMITED;
- (b) DAVID DALE AND RUTH DALE WILL BOTH RECEIVE A CASH PAYMENT IN THE FORM OF A LOAN OWED TO THEM BY DALE SHEETMETAL HOLDINGS LIMITED IN EXCHANGE FOR THEIR SHARES BEING TRANSFERRED TO DALE SHEETMETAL HOLDINGS LIMITED.

Signature.....  
Name THOMAS DALE

Signature.....  
Name DAVID DALE

Signature.....  
Name RUTH DALE

