

Written Resolutions of the Shareholders of the Subsidiary Company

WRITTEN RESOLUTION

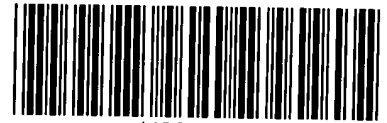
OF

LODGE ROOFING LIMITED (the "Company")

Company Number 2591444

Dated this 12th day of SEPT 2022

THURSDAY



ABCL6PLL

A16

15/09/2022

#244

COMPANIES HOUSE

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 a share for share exchange and that 50 issued shares held by PHILIP LODGE (10 shares), MRS C LODGE (10 shares), MR T LODGE (15 shares) and MR S LODGE (15 Shares) in the issued share capital of the Company be transferred to LODGE ROOFING (HOLDINGS) LTD in exchange for the allotment of 30 new shares and loan notes in LODGE ROOFING (HOLDINGS) LTD. 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 LODGE ROOFING (HOLDINGS) LTD and in return, shares in LODGE ROOFING (HOLDINGS) LTD shall be allotted as follows:-

- (a) PHILIP LODGE RECEIVES LOAN NOTES FROM LODGE ROOFING (HOLDINGS) LTD IN EXCHANGE FOR HIS 10 SHARES BEING TRANSFERRED TO LODGE ROOFING (HOLDINGS) LTD;
- (b) MRS C LODGE RECEIVES LOAN NOTES FROM LODGE ROOFING (HOLDINGS) LTD IN EXCHANGE FOR HER 10 SHARES BEING TRANSFERRED TO LODGE ROOFING (HOLDINGS) LTD.
- (c) MR T LODGE RECEIVES 15 NEW ALLOTTED SHARES IN LODGE ROOFING (HOLDINGS) LTD IN EXCHANGE FOR HIS 15 SHARES BEING TRANSFERRED TO LODGE ROOFING (HOLDINGS) LTD
- (d) MR S LODGE RECEIVES 15 NEW ALLOTTED SHARES IN LODGE ROOFING (HOLDINGS) LTD IN EXCHANGE FOR HIS 15 SHARES BEING TRANSFERRED TO LODGE ROOFING (HOLDINGS) LTD

Signature.....
Name PHILIP LODGE

Signature.....
Name MRS C LODGE

Signature.....
Name MR T LODGE

Signature.....
Name MR S LODGE

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL