

Written Resolutions of the Shareholders of the Subsidiary Company

WRITTEN RESOLUTION

OF

ALLIANCE TECHNICAL SERVICES LIMITED (the "Company")

Company Number 03666978

Dated this 3rd day of November 2022

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 DEREK LOWE (18 A Ordinary shares), ANTHONY LOWE (16 B Ordinary shares) and ANDREW LOWE (16 C Ordinary Shares) in the issued share capital of the Company be transferred to ALLIANCE GROUP HOLDINGS LTD in exchange for the allotment of 50 subscriber shares in ALLIANCE GROUP 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 ALLIANCE GROUP HOLDINGS LTD and in return, shares in ALLIANCE GROUP HOLDINGS LTD shall be allotted as follows:-

- (a) DEREK LOWE RECEIVES 18 ORDINARY A SUBSCRIBER SHARES IN ALLIANCE GROUP HOLDINGS LTD IN EXCHANGE FOR HIS 18 A ORDINARY SHARES BEING TRANSFERRED TO ALLIANCE GROUP HOLDINGS LTD;
- (b) ANTHONY LOWE RECEIVES 16 ORDINARY B SUBSCRIBER SHARES IN ALLIANCE GROUP HOLDINGS LTD IN EXCHANGE FOR HIS 16 B ORDINARY SHARES BEING TRANSFERRED TO ALLIANCE GROUP HOLDINGS LTD AND
- (c) ANDREW LOWE RECEIVES 16 ORDINARY C SUBSCRIBER SHARES IN ALLIANCE GROUP HOLDINGS LTD IN EXCHANGE FOR HIS 16 C ORDINARY SHARES BEING TRANSFERRED TO ALLIANCE GROUP HOLDINGS LTD AND

Signature.....
Name DEREK LOWE

Signature.....
Name ANTHONY LOWE

Signature.....
Name ANDREW LOWE

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

SATURDAY



ABG4DWGP

A12

05/11/2022

#164

COMPANIES HOUSE