

Company number: 05895753

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

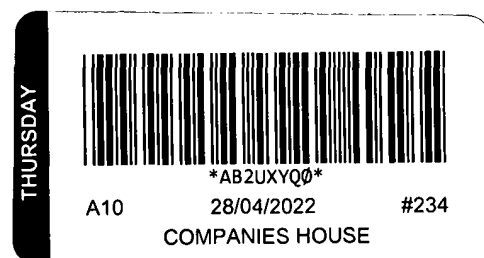
DOWSON JOINERY LIMITED
(the "Company")

Circulation date: 22/4/2022

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (together **Special Resolutions**).

SPECIAL RESOLUTIONS

1. **THAT** the regulations set forth in the printed document attached to this resolution be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all existing Articles thereof;
2. **THAT** subject to and conditional on the passing of resolution 1 and upon the adoption of the new Articles of Association by the Company that:
 - a) 40 issued Ordinary Shares of £1.00 each registered in the joint names of Mr Paul Dowson and Mrs Elizabeth Jane Dowson be redesignated as 40 Ordinary A Shares of £1.00 each;
 - b) 20 issued Ordinary Shares of £1.00 each registered in the name of Mrs Doreen Mary Dowson be redesignated as 20 Ordinary B Shares of £1.00 each; and
 - c) 40 issued Ordinary Shares of £1.00 each registered in the name of Mr Michael John Dowson be redesignated as 40 Ordinary C Shares of £1.00 each.



AGREEMENT

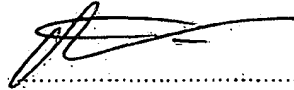
Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, persons entitled to vote on the above resolutions on 22/4/2022 hereby irrevocably agree to the Special Resolutions.

Signed by

Mr Paul Dowson

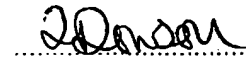
Date: 22/4/2022



Signed by

Mrs Elizabeth Jane Dowson

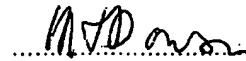
Date: 22/04/2022



Signed by

Mr Michael John Dowson

Date: 22/4/2022



Signed by

Mrs Doreen Mary Dowson

Date: 22/4/22



NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand:** delivering the signed copy to Fortus North Limited, 1 Rushmills Bedford Road, Northampton, Northamptonshire, NN4 7YB.
- **Post:** returning the signed copy by post to Fortus North Limited, 1 Rushmills Bedford Road, Northampton, Northamptonshire, NN4 7YB.
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to maria.palmer@fortus.co.uk. Please type "Written resolutions dated [CIRCULATION DATE]" in the email subject box.

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. Unless by 28 days from the circulation date of these written resolutions, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

DOWSON JOINERY LIMITED

(the "Company")

Company number: 05895753

Minutes of a meeting of the board of directors of the Company held at

STATION HOUSE, TOLLERTON
York YO61 1RD.
on the 22/4/2022 at 14.30 p.m.

Present:

PAUL DOWSON (Chairperson)
MICHAEL JOHN DOWSON
DORZEN MARY DOWSON

CHAIRPERSON

PAUL DOWSON was appointed as Chairperson of the meeting and chaired the meeting throughout.

2 NOTICE AND QUORUM

The Chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chairperson declared the meeting open.

3 DECLARATION OF INTERESTS

3.1 Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirement of section 177 of the Companies Act 2006 and the Company's Articles of Association.

3.2 The directors noted that they had certain interests in the proposed Transaction. In accordance with the Company's articles of association, it was proposed to seek members approval to disapply any relevant conflict provisions contained in the Company's Articles of Association.

4 BUSINESS OF THE MEETING

4.1 The Chairperson reported that the business of the meeting was to consider, and if thought fit, approve:

- (a) The adoption of new articles of association (New Articles) for the Company;
- (b) The circulation of written resolutions (Written Resolutions) to shareholders to obtain shareholder approvals:
 - for the adoption of the New Articles; and
 - in connection with the proposed redesignation of 100 Ordinary Shares of £1.00 each in the capital of the Company to 40 Ordinary A Shares of £1.00 each, 20 Ordinary B Shares of £1.00 each and 40 Ordinary C Shares of £1.00 each.

5 DOCUMENTS PRODUCED TO THE MEETING

5.1 The following documents were produced to the meeting:

- (a) The New Articles of Association; and
- (b) A form of Written Resolutions.

6 APPROVAL AND CIRCULATION OF WRITTEN RESOLUTION

6.1 After careful consideration of the New Articles and Written Resolutions, **IT WAS RESOLVED:**

- (a) That the New Articles and the Written Resolutions would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the Companies Act 2006;
- (b) To approve the New Articles and the Written Resolutions in the form produced to the meeting; and
- (c) To send the Written Resolutions to every eligible member of the Company.

6.2 The meeting was adjourned so that the Written Resolutions could be submitted to the members of the Company. The meeting was reconvened whereupon the Chairperson reported that the Written Resolution had been passed.

7 RESOLUTIONS

7.1 After careful consideration, including the consideration of matters referred to in section 172(1) of the Companies Act 2006, **IT WAS RESOLVED** that:


- (a) Entering in to the above would promote the success of the Company for the benefit of its members as a whole;
- (b) The New Articles of Association be approved; and
- (c) Each director of the Company be and is hereby authorised to do all such acts and things and agree and execute for and on behalf of the Company all such other documents, deeds, certificates as he considers necessary or desirable in connection with the aforementioned business of the meeting.

7.2 The Chairperson instructed Fortus Midlands Limited to arrange for the following documents to be prepared and filed at Companies house:

- (a) A print of the Written Resolutions;
- (b) The New Articles of Association;
- (c) Form SH08 (Notice of name of other designation of class of shares); and
- (d) Form SH10 (Notice of particulars of variation of rights attached to shares).

8 CLOSE OF MEETING

There being no further business, the Chairperson declared the meeting closed.


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Chairperson

Date: 22/4/2022
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