

**WRITTEN RESOLUTION**  
**of**  
**WELCH CIVILS ( MID WALES ) LIMITED**  
(Company Number: 07706539)  
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

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Circulated 4 May 2023 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the resolutions below be passed as two ordinary resolutions ("**Resolutions**").

**ORDINARY RESOLUTIONS**

1. **THAT** Article 14.1 of the Company's Articles of Association be dis-applied so that a director who has, directly or indirectly, an interest in the business of a meeting of directors shall be entitled to count in the quorum and vote on such matters.
2. **THAT** the terms of an agreement made between (1) the Company and (2) John Joseph O'Connor ("**JOC**") for the purchase by the Company of 192,000 Ordinary Shares of £1.00 each held by JOC in the share capital of the Company for a total consideration of £192,000 as set out in the draft contract attached at Annexure 1 ("**POS Contract**") be approved and the Company be authorised to enter into the POS Contract.


The undersigned, being the person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



**WARREN JACKSON** a duly  
authorised director of

**JO & PJ HOLDINGS LTD**

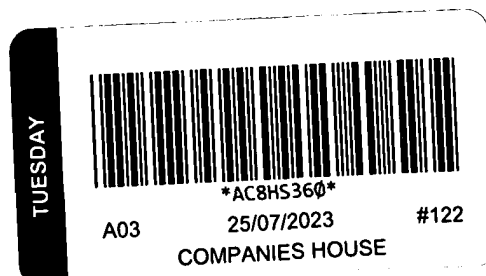
Date 4 May 2023



**John Joseph O'Connor**

Date 4 May 2023

(not in respect of resolution 2 only)



## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the expiry of 28 days sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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.