

Company number SC177939
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
ROSS-SHIRE ENGINEERING LIMITED
(Company)

DATE: (Circulation Date)

DATE PASSED: 22 December 2020

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 7 (inclusive) be passed as ordinary resolutions and resolution 8 be passed as a special resolution (Resolutions).

ORDINARY RESOLUTION

1. "THAT, subject to the passing of resolution 8 below, the 16,851 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the name of Modutec Holdings Limited be and are hereby re-classified as 16,851 A ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."
2. "THAT, subject to the passing of resolution 8 below, the 1,042 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the name of Allan Dallas be and are hereby re-classified as 1,042 B ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."
3. "THAT, subject to the passing of resolution 8 below, the 208 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the name of Allan Dallas junior be and are hereby re-classified as 208 C ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."
4. "THAT, subject to the passing of resolution 8 below, the 208 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the name of Liam Dallas be and are hereby re-classified as 208 C ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."
5. "THAT, subject to the passing of resolution 8 below, the 208 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the name of Mark Dallas be and are hereby re-classified as 208 C ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."
6. "THAT, subject to the passing of resolution 8 below, the 208 issued ordinary shares of £1.00 each in the issued share capital of the Company registered, as at the date hereof, in the

name of Steven Dallas be and are hereby re-classified as 208 C ordinary shares of £1.00 each, such shares having the rights and restrictions as set out in the articles of association of the Company adopted pursuant to resolution 8 below."

7. "THAT in accordance with section 551 of the Companies Act 2006, and subject to the passing of resolution 8 below, the directors of the Company be generally and unconditionally authorised to allot D and/or E ordinary shares of £1.00 each up to an aggregate nominal amount of £4,160 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the directors."


SPECIAL RESOLUTION

8. "THAT the Articles of Association in the form attached hereto be and they are hereby adopted as the Articles of Association of the Company to the exclusion of all existing Articles of Association of the Company."

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agree to the Resolutions:



For and on behalf of
Modutec Holdings Limited

.....

Date

.....

Allan Dallas

.....

Date



Allan Dallas junior

.....

Date

.....
Liam Dallas

Date


.....
Mark Dallas

.....
Date

.....
Steven Dallas

.....
Date

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 using one of the following methods:

- **By Hand:** delivering the signed copy to Muir of Ord Industrial Estate, Muir of Ord, Ross-shire, IV6 7UA; or
- **Post:** returning the signed copy by post to Muir of Ord Industrial Estate, Muir of Ord, Ross-shire, IV6 7UA.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on 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.