

**Company No. 01887373**

**The Companies Act 2006**

**Private company limited by guarantee**

**Print of special resolutions**

of

**BMT Group Limited (the "Company")**

(passed on 14 September 2022)

Passed at a **general meeting** of the Company duly convened and held at Maritime House, 210 Lower Bristol Road, Bath BA2 3DQ, with virtual attendance enabled via the Microsoft Teams videoconferencing platform, on 14 September 2022 at 6.50 p.m.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the resolutions below were duly passed by the Company as special resolutions.

**Special Resolutions:**

1. **THAT** for the purpose of giving effect to the scheme of arrangement dated 6 September 2022 (the "**Scheme**") between the Company and the Trustee Members (as defined in the Scheme), a print of which has been produced to this meeting and for the purposes of identification signed by the Chairman thereof, in its original form or subject to any modification, addition or condition approved or imposed by the Court (as defined in the Scheme) and/or agreed by the Company, the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.
2. **THAT** subject to and with effect from the Scheme becoming effective in accordance with its terms, the draft memorandum and articles of association set out at Schedule 1 and Schedule 2 to the Scheme (defined in resolution (1) above) be and they are adopted by the Company in substitution for, and to the exclusion of, its existing memorandum and articles of association.

DocuSigned by:

*David McSweeney*

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Chair

THURSDAY



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06/10/2022

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COMPANIES HOUSE

**Company No. 01887373**

**The Companies Act 2006**  
**Private company limited by guarantee**  
**Print of resolution**

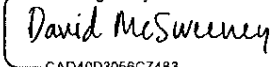
of

**BMT Group Limited (the "Company")**

(passed on 14 September 2022)

Passed at a meeting of the Company duly convened by the Court and held at Maritime House, 210 Lower Bristol Road, Bath BA2 3DQ, with virtual attendance enabled via the Microsoft Teams videoconferencing platform, on 14 September 2022 at 6.45 p.m.:

1. **THAT** the scheme of arrangement dated 6 September 2022, between BMT Group Limited and the Trustee Members (as defined in the Scheme of Arrangement), a print of which has been produced to the Meeting and (for the purposes of identification only), signed by me, the Chair, be and is hereby approved.

DocuSigned by:  
  
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Chair