

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FRIDAY



A17 \*A7BL368Z\* 03/08/2018 #301  
COMPANIES HOUSE

UK WATERPROOFING SOLUTIONS LIMITED (the "Company")

Circulated on: 26 July 2018 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"):

- a) the undersigned members representing all the total voting rights of eligible members hereby acknowledge that there has been supplied to them a copy of the loan note instrument created by UK Waterproofing Solutions Holding Co. Limited (the "**Buyer**"), relating to the creation and issue of £1,087,500.04 secured loan notes (the "**Loan Notes**") to Steven Wall ("**SW**") (the "**Loan Note Instrument**"); and
- b) the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "**Resolutions**").

**ORDINARY RESOLUTIONS**

**THAT** the Company be authorised to enter into the following documents, copies of which are annexed to this written resolution:

1. a guarantee from the Company in favour of SW, in the agreed form, pursuant to which the Company guarantees to pay to SW, the liabilities of the Buyer to pay or repay the Loan Notes when due pursuant to the terms of the Loan Note Instrument (the "**Guarantee**"); and
2. an all assets debenture, in the agreed form, to be granted by the Company in favour of SW, to secure payment of the sums due pursuant to the Guarantee.

**AGREEMENT**

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

I, the undersigned, being the person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:


**SIGNED by MATTHEW WALL:**

.....

Date:

.....

**SIGNED by STEVEN WALL:**

.....

Date:

26 July 2018

.....

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Fraser Cunningham of Smith Partnership, 4<sup>th</sup> Floor, Celtic House, Heritage Gate, Friary Street, Derby, DE1 1LS.

You may not return the Resolutions to the Company by any other method.

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, before the end of the period of **28 days beginning with the Circulation Date**, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.
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.

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**WRITTEN RESOLUTIONS**

**OF**

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\*A/BL368R\*  
03/08/2018  
COMPANIES HOUSE

#300

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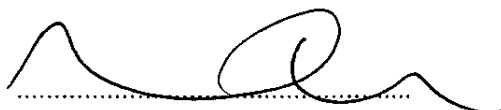
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