

THE COMPANIES ACT 2006

ALUMINIUM CASTINGS LIMITED

WRITTEN RESOLUTION

OF

ALUMINIUM CASTINGS LIMITED ("the Company")

Company Number – 3370653

Dated this [30] day of [Sep] 2021

We, the undersigned, being all the members of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Special Resolution and agree that the said Resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:-

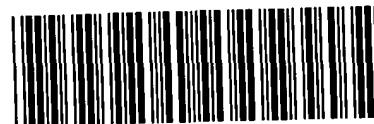
THAT:-

That the Company hereby approve a share for share exchange and that 100,000 issued shares held by ANDREW CRICHTON (20,000 shares), BRYAN CRICHTON (20,000 shares), CLARE CRICHTON (30,000 shares) and IAN CRICHTON (30,000 shares) in the issued share capital of the Company be transferred to CRICHTON MANUFACTURING GROUP LTD in exchange for the allotment of 280,000 Ordinary Shares and 420,000 Redeemable Preference Shares in CRICHTON MANUFACTURING GROUP LTD. Any Pre-emption rights existing in the Articles of Association shall be disapplied for this transaction.

The shareholders shall be required to transfer their shareholding by the execution of a stock transfer form in favour of CRICHTON MANUFACTURING GROUP LTD and in return, shares in CRICHTON MANUFACTURING GROUP LTD shall be allotted as follows:-

1. ANDREW CRICHTON RECEIVES 140,000 NEW ALLOTTED ORDINARY SHARES IN CRICHTON MANUFACTURING GROUP LTD IN EXCHANGE FOR HIS 20,000 SHARES BEING TRANSFERRED TO CRICHTON MANUFACTURING GROUP LTD
2. BRYAN CRICHTON RECEIVES 140,000 NEW ALLOTTED ORDINARY SHARES IN CRICHTON MANUFACTURING GROUP LTD IN EXCHANGE FOR HIS 20,000 SHARES BEING TRANSFERRED TO CRICHTON MANUFACTURING GROUP LTD
3. CLARE CRICHTON RECEIVES 210,000 NEW ALLOTTED REDEEMABLE PREFERENCE SHARES IN CRICHTON MANUFACTURING GROUP LTD IN EXCHANGE FOR HER 30,000 SHARES BEING TRANSFERRED TO CRICHTON MANUFACTURING GROUP LTD
4. IAN CRICHTON RECEIVES 210,000 NEW ALLOTTED REDEEMABLE PREFERENCE SHARES IN CRICHTON MANUFACTURING GROUP LTD IN EXCHANGE FOR HIS 30,000 SHARES BEING TRANSFERRED TO CRICHTON MANUFACTURING GROUP LTD

FRIDAY



AA65FMH

A11

15/10/2021

#228

COMPANIES HOUSE

Signature..... Name

ANDREW CRICHTON

Signature..... Name

BRYAN CRICHTON

Signature..... Name

CLARE CRICHTON

Signature..... Name

IAN CRICHTON

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL