

Company No. 03431388

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BATEMAN GROUNDWORKS LIMITED

(Passed on 6 March 2020)

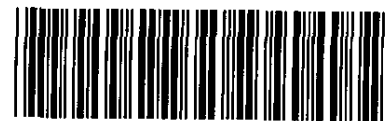
The following resolutions were duly passed as written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 6 March 2020 by the sole member of the Company as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 **THAT**, in accordance with section 197 of the Companies Act 2006, the loan from the Company to Jason Ramsey, a director of the Company, details of which are set out in a memorandum attached to this resolution, be approved.
- 2 **THAT**, in accordance with section 197 of the Companies Act 2006, the loan from the Company, to Lewis Nicholas, a director of the Company, details of which are set out in a memorandum attached to this resolution, be approved.
- 3 **THAT**, in accordance with section 197 of the Companies Act 2006, the loan from the Company, to David Marsh, a director of the Company, details of which are set out in a memorandum attached to this resolution, be approved.

.....
Director

WEDNESDAY



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11/03/2020

#232

COMPANIES HOUSE

BATEMAN GROUNDWORKS LIMITED

(Registered in England - No 03431388)

("Company")

MEMORANDUM PURSUANT TO SECTION 197(3) OF THE COMPANIES ACT 2006

The Company is proposing to make a loan to Jason Ramsey ("**JR**"), a director of the Company.

Under section 197 of the Companies Act 2006 the Company may not make the Loan unless the transaction has been approved by a resolution of the members of the Company. Such a resolution must not be passed unless a memorandum setting out the matters required by s.197(4) Companies Act 2006 is made available to members, in the case of a written resolution, at or before the time at which the proposed resolution is submitted to the members.

This is the memorandum required by section 197(3) Companies Act 2006.

A. Nature of the transaction

The Company proposes to grant JR an unsecured sterling term loan facility (the "**Loan**") on the terms of a Loan Agreement to be entered into between (1) the Company and (2) JR.

B. The Amount of the Loan and the purpose for which it is required

The Loan will be for an interest free total amount of £100,000. The purpose of the Loan is to provide JR with subscription monies to allow him to subscribe in cash for shares in Bateman Groundworks (Holdings) Limited (the "**Parent**"), which will be the holding company of the Company on completion of a transaction for the sale of the Company by Richard Alan Bateman (the "**Seller**") to the Parent pursuant to an agreement for the sale and purchase of the entire issued share capital of the Company to be made between (1) Seller and (2) the Parent (the "**Agreement**").

C. The extent of the Company's liability under any transaction connected with the Loan

In connection with the Loan, the Company has contingent liabilities under a deed of guarantee and indemnity to be made by the Company in favour of the Seller ("**Guarantee**") pursuant to which the Company which is guaranteeing the obligations of the Parent to pay the deferred consideration to the Seller which will be owing to the Seller in accordance with the Agreement. However, it is considered that the Company was unlikely to be called to make a payment under the Guarantee as continued good performance of the Company's business was expected which would enable the Company to fund the Parent (by loans or distribution) to meet its obligations to the Seller under the Agreement.

BATEMAN GROUNDWORKS LIMITED

(Registered in England - No 03431388)

("Company")

MEMORANDUM PURSUANT TO SECTION 197(3) OF THE COMPANIES ACT 2006

The Company is proposing to make a loan to Lewis Nicholas ("LN"), a director of the Company.

Under section 197 of the Companies Act 2006 the Company may not make the Loan unless the transaction has been approved by a resolution of the members of the Company. Such a resolution must not be passed unless a memorandum setting out the matters required by s.197(4) Companies Act 2006 is made available to members, in the case of a written resolution, at or before the time at which the proposed resolution is submitted to the members.

This is the memorandum required by section 197(3) Companies Act 2006.

A. Nature of the transaction

The Company proposes to grant LN an unsecured sterling term loan facility (the "**Loan**") on the terms of a Loan Agreement to be entered into between (1) the Company and (2) LN.

B. The Amount of the Loan and the purpose for which it is required

The Loan will be for an interest free total amount of £100,000. The purpose of the Loan is to provide LN with subscription monies to allow him to subscribe in cash for shares in Bateman Groundworks (Holdings) Limited (the "**Parent**"), which will be the holding company of the Company on completion of a transaction for the sale of the Company by Richard Alan Bateman (the "**Seller**") to the Parent pursuant to an agreement for the sale and purchase of the entire issued share capital of the Company to be made between (1) Seller and (2) the Parent (the "**Agreement**").

C. The extent of the Company's liability under any transaction connected with the Loan

In connection with the Loan, the Company has contingent liabilities under a deed of guarantee and indemnity to be made by the Company in favour of the Seller ("**Guarantee**") pursuant to which the Company which is guaranteeing the obligations of the Parent to pay the deferred consideration to the Seller which will be owing to the Seller in accordance with the Agreement. However, it is considered that the Company was unlikely to be called to make a payment under the Guarantee as continued good performance of the Company's business was expected which would enable the Company to fund the Parent (by loans or distribution) to meet its obligations to the Seller under the Agreement.

BATEMAN GROUNDWORKS LIMITED

(Registered in England - No 03431388)

("Company")

MEMORANDUM PURSUANT TO SECTION 197(3) OF THE COMPANIES ACT 2006

The Company is proposing to make a loan to David Marsh ("**DM**"), a director of the Company.

Under section 197 of the Companies Act 2006 the Company may not make the Loan unless the transaction has been approved by a resolution of the members of the Company. Such a resolution must not be passed unless a memorandum setting out the matters required by s.197(4) Companies Act 2006 is made available to members, in the case of a written resolution, at or before the time at which the proposed resolution is submitted to the members.

This is the memorandum required by section 197(3) Companies Act 2006.

A. Nature of the transaction

The Company proposes to grant DM an unsecured sterling term loan facility (the "**Loan**") on the terms of a Loan Agreement to be entered into between (1) the Company and (2) DM.

B. The Amount of the Loan and the purpose for which it is required

The Loan will be for an interest free total amount of £100,000. The purpose of the Loan is to provide DM with subscription monies to allow him to subscribe in cash for shares in Bateman Groundworks (Holdings) Limited (the "**Parent**"), which will be the holding company of the Company on completion of a transaction for the sale of the Company by Richard Alan Bateman (the "**Seller**") to the Parent pursuant to an agreement for the sale and purchase of the entire issued share capital of the Company to be made between (1) Seller and (2) the Parent (the "**Agreement**").

C. The extent of the Company's liability under any transaction connected with the Loan

In connection with the Loan, the Company has contingent liabilities under a deed of guarantee and indemnity to be made by the Company in favour of the Seller ("**Guarantee**") pursuant to which the Company which is guaranteeing the obligations of the Parent to pay the deferred consideration to the Seller which will be owing to the Seller in accordance with the Agreement. However, it is considered that the Company was unlikely to be called to make a payment under the Guarantee as continued good performance of the Company's business was expected which would enable the Company to fund the Parent (by loans or distribution) to meet its obligations to the Seller under the Agreement.