

Company Number: 05303059

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHP BUILDING LIMITED

(Company)

CIRCULATION DATE: ...31/05/2022...

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1, 2 and 3 below are passed as special resolutions (Special Resolutions).

SPECIAL RESOLUTIONS

Amending articles of association

1. THAT the draft articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association. Such new articles of association including a new class of Ordinary A shares.

2. Authority to allot

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (Directors) be generally and unconditionally authorised to allot Ordinary A shares in the Company or grant rights to subscribe for or to convert any security into Ordinary A shares in the Company (Rights) up to an aggregate nominal amount of £90.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights 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 but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

3. Dis-application of Pre-emption Rights

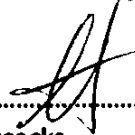
THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if the pre-emption provisions did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £90.00; and
- b. expire on the fifth anniversary of the Circulate Date (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

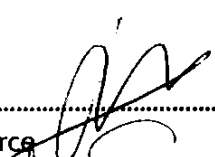
AGREEMENT

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

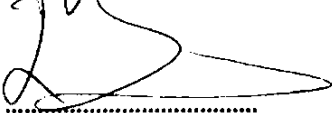
The undersigned, being persons entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Special Resolutions:

Signature: 
Andrew Haycocks

Date: 31 May 22

Signature: 
Jeremy Pearce

Date: 31 May 2022

Signature: 
Lee Sharland

Date: 31 May 2022

NOTES

1. You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of 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 delivery methods:

- **By hand:** delivering the signed copy to the Company's Registered Office.
- **Post:** returning the signed copy by post to the Company's Registered Office.

If you do not agree to all of 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 within 28 days of the Circulation Date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during 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.