

Written Resolutions of the Holding Company

**WRITTEN RESOLUTION
OF**

ROCKWOOD HOLDINGS LTD (the "Company")

Company Number 14429462

Dated this 30th day of December 2022

THURSDAY



ABW1Q6UC

A03

26/01/2023

#117

COMPANIES HOUSE

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 245 new shares be allotted to ROGER WOODWARD (80 A shares), KATHERINE WOODWARD (75 A shares), WILLIAM WOODWARD (1 A Share and 44 B shares) and EDWARD WOODWARD (1 A share and 44 B Shares) in exchange for the 245 issued shares held by them in WOODWARD ASSOCIATES LIMITED. The shares issued shall rank pari passu with their existing shareholdings. 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 ROCKWOOD HOLDINGS LTD and in return, shares in ROCKWOOD HOLDINGS LTD shall be allotted as follows:-

- (a) ROGER WOODWARD RECEIVES 80 NEW A SHARES IN ROCKWOOD HOLDINGS LTD IN EXCHANGE FOR HIS 80 A SHARES BEING TRANSFERRED TO ROCKWOOD HOLDINGS LTD;
- (b) KATHERINE WOODWARD RECEIVES 75 NEW A SHARES IN ROCKWOOD HOLDINGS LTD IN EXCHANGE FOR HER 75 A SHARES BEING TRANSFERRED TO ROCKWOOD HOLDINGS LTD.
- (c) WILLIAM WOODWARD RECEIVES 1 NEW A SHARE AND 44 B SHARES IN ROCKWOOD HOLDINGS LTD IN EXCHANGE FOR HIS 45 SHARES BEING TRANSFERRED TO ROCKWOOD HOLDINGS LTD
- (d) EDWARD WOODWARD RECEIVES 1 NEW A SHARE AND 44 B SHARES IN ROCKWOOD HOLDINGS LTD IN EXCHANGE FOR HIS 45 SHARES BEING TRANSFERRED TO ROCKWOOD HOLDINGS LTD

Signature.....

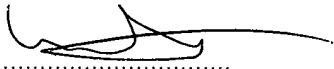
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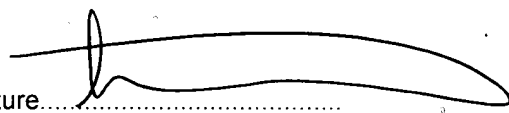
ROGER WOODWARD

Signature.....

Name

KATHERINE WOODWARD

Signature.....
Name WILLIAM WOODWARD

Signature.....
Name EDWARD WOODWARD

NOTES TO THE MEMBERS

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand or post to the Company Secretary/Director.
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply or sign.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, within 28 days, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.