

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**HARD HAT CONSTRUCTION GROUP LIMITED (the "Company")**

**Circulation Date:** .....3 April..... 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolutions below be passed as special resolutions (**Resolutions**).

**SPECIAL RESOLUTIONS**

1. **THAT** the issued share capital of the Company be reduced from £87,800,000 to £47,600,000 by cancelling and extinguishing the 40,200,000 issued Ordinary B Shares of £1.00 each in the capital of the Company (**Cancellation Shares**), each of which is fully paid up;
2. **THAT** the amount by which the share capital is so reduced be repaid to the holder of the Cancellation Shares by the transfer of the entire issued share capital of:
  - a. Anderson Design & Build Limited;
  - b. Anderson Regenerate Limited;
  - c. Anderson O&U Limited;
  - d. Anderson Group Services Limited;
  - e. Anderson Group Properties Limited;
  - f. 3R Remediation Regeneration Renewables Limited;
  - g. Constable Homes Limited;
  - h. Tawney Facilities Limited; and
  - i. Ripley Homes Limited,

(as the same are registered in the name of the Company) (the **Development Subsidiary Shares**) to Anderson Development Group Limited (**DemergerCo**), in consideration for which DemergerCo shall allot and issue 40,199,999 Ordinary shares of £1.00 each in the capital of DemergerCo (credited as fully paid) to the holder of the Cancellation Shares;

3. **THAT** subject to the passing of Resolutions 1 and 2 above, the Directors be authorised to carry into effect the demerger of the Development Subsidiary Shares to DemergerCo, to be implemented pursuant to a reduction of capital under section 641 of the Companies Act 2006 (the **Demerger**) and in connection therewith:

- a. the demerger agreement to be entered into in respect of the Demerger (copies of which have been provided to signatories hereto) be approved, and the Directors be authorised to carry the same into effect and to make such amendments thereto (or any documents relating thereto) as he shall deem necessary or appropriate; and
- b. the Directors are hereby authorised to do or procure to be done all such acts and things on behalf of the Company as they may, in their absolute discretion, consider necessary or expedient for the purposes of giving effect to the Demerger.

## AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



.....  
Mark Jonathan Anderson

Date ..... 3 April 2023 .....

## NOTES

1. If you agree with 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 or post to the Company's registered office.
- DocuSign or alternative electronic signing platform: by completing the signing and dating process via the signature platform and selecting "Finish" so that the document is automatically returned to the Company.

2. 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.

3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

4. Unless, by the date falling 28 days from 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 or during this date.

5. If you are signing this document on behalf of another person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning the document.