

BUMFORD HOLDINGS LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

Circulation Date: *7 December* **2017**

Date Passed: *7 December* **2017**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered 1 is passed as an ordinary resolution of the members of the Company and that the resolution numbered 2 is passed as a special resolution of the members of the Company (together the "**Resolutions**"):

ORDINARY RESOLUTION

1. IT IS RESOLVED THAT:

- (a) the Company enter into a Share Exchange Agreement in the form annexed hereto between (1) Lyndon John Bumford, (2) Michelle Catherine Bumford and (3) the Company regarding the acquisition by the Company of the entire issued share capital of West Midlands Factory Clearance Limited in exchange for the issue of 98 ordinary shares of £1 each in the Company;
- (b) the directors be and are hereby authorised to execute such agreement as a deed of, and deliver it on behalf of, the Company;
- (c) the said acquisition be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (Substantial Property Transaction); and
- (d) the directors be and are hereby authorised to execute all documents necessary to give effect to the said agreement.

SPECIAL RESOLUTION

2. IT IS RESOLVED THAT, in accordance with article 30.2 of the Articles of Association of the Company, the provisions of articles 30.2 to 30.3 (inclusive) of the Articles of Association of the Company be disapplied in relation to the issue of shares in the Company up to an aggregate nominal amount of £98 comprising 98 ordinary shares of £1 each.

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agree to the passing of the Resolutions.



Company No: 11066779

Signed by **LYNDON JOHN BUMFORD**

Member



Date of signature:

7 December

2017

Signed by **MICHELLE CATHERINE BUMFORD**

Member



Date of signature:

7 December

2017

Notes:

1. You can agree to all of the Resolutions, but you cannot agree to only some of them. If you agree to the Resolutions, please indicate your agreement by signing, dating and returning this document to Bumford Holdings Limited at Old Meeting Road, Coseley, Bilston, West Midlands WV14 8HB.
2. If you do not agree to all of the Resolutions, you do not need to do anything; you will not be deemed to have agreed to the Resolutions by failing to reply.
3. Once you have indicated your agreement to all of the Resolutions. you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to all of the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by Bumford Holdings Limited at Old Meeting Road, Coseley, Bilston, West Midlands WV14 8HB **within 28 days of the Circulation Date.**
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.