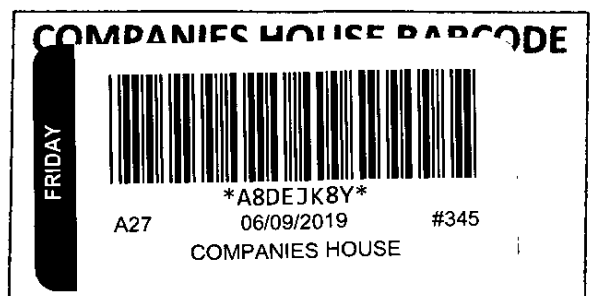


SEPARATOR SHEET



We hereby certify this to be a true and complete copy of the original

This 05 day of September 2019

Company number 03002111

BEYOND CORPORATE LIMITED MANCHESTER M15 4PZ

PRIVATE COMPANY LIMITED BY SHARES

Mark Lupton
Solicitor

WRITTEN RESOLUTION

of

W P I SURFACING LIMITED (the "Company")

Circulation Date.....29 July.....2019 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary resolutions and special resolutions be passed (the "Resolutions").

ORDINARY RESOLUTION

1. **THAT** each of the following matters, transactions and terms of the documents proposed to be entered into or transacted by the Company be and are each hereby approved:
 - 1.1 a revolving credit facility agreement to be entered into between (1) AIB Group (UK) plc (the "Lender"), (2) WPI Group Limited (the "Parent"), (3) WPI Civil Engineering Limited (the "Borrower"), (4) the Company and (5) WPI Construction & Remediation Limited;
 - 1.2 a subordination agreement to be entered into between (1) the Lender, (2) WPI Group Holdings Limited, (3) the Parent (4) the Borrower, (5) the Company and (6) WPI Construction & Remediation Limited; and
 - 1.3 a group debenture to be entered into between (1) the Parent, (2) the Borrower, (3) the Company, (4) WPI Construction & Remediation Limited and (5) the Lender,(together the "Documents").
2. **THAT**, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with each of the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such Documents)).

SPECIAL RESOLUTION

3. **THAT** the Company's articles of association be amended by the insertion of a new article 8 headed "Transfer of Shares to Secured Institutions" immediately after the end of the existing article 7.2 (the "Special Article") as follows:

"Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles):

 - 8.1 *the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:*
 - (a) *is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person)*

(Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts); or

- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or*
- (c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,*

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

8.2 *the directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Article 8.1(a)) above).*

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company."

4. **THAT** the articles of association of the Company be amended by numbering the paragraph heading "Payment of Dividends and Other Distributions" as number 9.

AGREEMENT

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

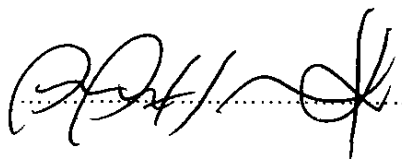
The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to those Resolutions as indicated above.

Name of member

Signature of member

Date of signature

WPI Group Limited



29 July 2019

NOTES:

1. You may agree to the Resolutions but not some only. If you agree to 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 methods:

By hand: delivering the signed copy to the Directors at W P I Surfacing Limited, Corpacq House, 1 Goose Green, Altrincham, Cheshire, England, WA14 1DW; or

Post: returning the signed copy by post FAO the Directors at W P I Surfacing Limited, Corpacq House, 1 Goose Green, Altrincham, Cheshire, England, WA14 1DW.
2. If you do not agree to the Resolutions, you do not need to do anything and 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 28 days from the Circulation Date sufficient agreement has been received for the Resolutions to be passed, it will lapse. However, the Resolutions will be ineffective (even if it has not formally lapsed) unless it is passed by no later than 15 days from the date of the solvency statement. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.
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.