

Written Resolutions of the Shareholders of the Subsidiary Company

**WRITTEN RESOLUTION
OF
R B BUILDINGS (SW) LIMITED(the "Company")
Company Number 07274925**

Dated this 1st day of May 2023

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 100 issued shares held by ROBERT BARONS (50 shares) and KELLY BARONS (50 shares) in the issued share capital of the Company be transferred to RW & KA HOLDINGS LIMITED in exchange for the allotment of 2 new shares in RW & KA HOLDINGS LIMITED. 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 RW & KA HOLDINGS LIMITED and in return, shares in RW & KA HOLDINGS LIMITED shall be allotted as follows:-

- (a) ROBERT BARONS RECEIVES 1 NEW ALLOTTED SHARE IN RW & KA HOLDINGS LIMITED IN EXCHANGE FOR HIS 50 SHARES BEING TRANSFERRED TO RW & KA HOLDINGS LIMITED;
- (b) KELLY BARONS RECEIVES 1 NEW ALLOTTED SHARE IN RW & KA HOLDINGS LIMITED IN EXCHANGE FOR HER 50 SHARES BEING TRANSFERRED TO RW & KA HOLDINGS LIMITED.

Signature.....*Robert Barons*
Name ROBERT BARONS

Signature.....*Kelly Barons*
Name KELLY BARONS



**FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL**