

COGNIKIN PTY LTD

Directors' Circular Resolution — Scott Paterson Share Exit (Superior Bin Solutions Pty Ltd)

Reference: SBS-SP-CIRCRES

16 June 2026

Circular Resolution of the Directors

Superior Bin Solutions Pty Ltd · ACN 691 623 444 ("the Company")

Circulating resolution of directors passed without a meeting — Corporations Act 2001 (Cth) s 248A

Background (Recitals)

A. **Scaldanbrager Pty Ltd** (ACN 629 019 996) as trustee for the **Barzillai Superannuation Fund** ("the Seller") is the registered holder of **105,000 fully paid ordinary shares** in the Company, being 5% of the issued capital.

B. The Seller has agreed to sell, and **AWC Group Holdings Pty Ltd** (ACN 695 044 323) ("the Buyer") has agreed to buy, all of those 105,000 ordinary shares for total consideration of **\$105,000.00** (being \$1.00 per share, par value), on the terms of a Share Sale Deed between the Seller, the Buyer and the Company.

C. The Buyer is the parent company of My Almighty Home Pty Ltd (ACN 687 093 205), which holds 75% of the Company. The transfer is therefore a transfer within the broader AWC group interest ("Group A").

D. The Company's other members — My Almighty Home Pty Ltd and D J Paterson Retirement Pty Ltd (ACN 685 270 017) — have each consented to the transfer and waived any pre-emptive rights they may have under the Shareholders Agreement.

E. The directors wish to approve the registration of the transfer, the cancellation and re-issue of share certificates, the updating of the register of members, the accession of the Buyer to the Shareholders Agreement, and the lodgement of the consequential ASIC Form 484.

Directors' Interest Disclosure (s 191)

Donald James Paterson discloses, and the directors record, that he has a material personal interest in this matter in that: (i) Scott Paterson, who controls the Seller, is his brother; and (ii) he remains, through D J Paterson Retirement Pty Ltd, a 20% member of the Company. As the Company is a proprietary company, Mr Paterson is entitled to be present and vote on this resolution following disclosure of that interest.

Resolutions

The directors of the Company, being all the directors entitled to vote, **RESOLVE** that:

1. Approval of transfer. The transfer of 105,000 fully paid ordinary shares from Scaldanbrager Pty Ltd (ACN 629 019 996) ATF the Barzillai Superannuation Fund to AWC Group Holdings Pty Ltd (ACN 695 044 323), for consideration of \$105,000.00, be and is **approved**, and the Company consent to and register that transfer upon receipt of a duly executed instrument of transfer and (if applicable) confirmation that no transfer duty is payable.

2. Share certificates. Upon registration, share certificate(s) held by the Seller be **cancelled**, and a new share certificate for 105,000 ordinary shares be **issued** to the Buyer.

3. Register of members. The register of members be updated to record the Buyer as the holder of 105,000 ordinary shares, resulting in the following holdings:

Member	Shares (ORD)	%
My Almighty Home Pty Ltd (ACN 687 093 205)	1,575,000	75%
AWC Group Holdings Pty Ltd (ACN 695 044 323)	105,000	5%
D J Paterson Retirement Pty Ltd (ACN 685 270 017)	420,000	20%
Total	2,100,000	100%

4. Accession to Shareholders Agreement. The Company **consent** to the Buyer becoming a party to the Shareholders Agreement (as a Group A member) by executing a Deed of Accession, and the Seller being released from its obligations under that agreement on completion.

5. ASIC lodgement. The Company's accountant, **Cyre Partners (Matthew Sweeney)**, be **authorised and instructed** to prepare and lodge ASIC Form 484 to record the change of members and shareholding within the prescribed time, and to attend to all consequential filings.

6. General authority. Any one director or the company secretary be authorised to execute and do all things necessary to give effect to these resolutions.

This resolution may be signed in counterparts. Pursuant to s 248A, it is passed when the last director entitled to vote signs.

Signatories

Nicholas John Wells — Director

Travis John Sheil — Director

Donald James Paterson — Director

Superior Bin Solutions Pty Ltd · ACN 691 623 444 · Registered office: Unit 3, 10 Vine Street, Clayfield QLD 4011.