

Written Resolutions of the Shareholders of the Subsidiary Company

WRITTEN RESOLUTION

OF

D. BEARDSMORE LIMITED(the "Company")

Company Number 07119629

Dated : 11 October 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 DAVID ALAN BEARDSMORE (55 shares) and KAREN JANE BEARDSMORE (45 shares) in the issued share capital of the Company be transferred to D. BEARDSMORE HOLDINGS LIMITED in exchange for the allotment of 99 new shares in D. BEARDSMORE 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 D. BEARDSMORE HOLDINGS LIMITED and in return, shares in D. BEARDSMORE HOLDINGS LIMITED shall be allotted as follows:-

- (a) DAVID ALAN BEARDSMORE RECEIVES BOTH 54 NEW ALLOTTED SHARES IN D. BEARDSMORE HOLDINGS LIMITED AND 1 SUBSCRIBER SHARE IN D. BEARDSMORE HOLDINGS LIMITED IN EXCHANGE FOR HIS 55 SHARES BEING TRANSFERRED TO D. BEARDSMORE HOLDINGS LIMITED;
- (b) KAREN JANE BEARDSMORE RECEIVES 45 NEW ALLOTTED SHARES IN D. BEARDSMORE HOLDINGS LIMITED IN EXCHANGE FOR HER 45 SHARES BEING TRANSFERRED TO D. BEARDSMORE HOLDINGS LIMITED.

DocuSigned by:

826A15300DBD413...
Signature.....
Name DAVID ALAN BEARDSMORE

DocuSigned by:

9712A65D7B19413...
Signature.....
Name KAREN JANE BEARDSMORE



NOTES TO THE MEMBERS

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand or post to the Company Secretary/Director.
2. You may not return the Resolution to the Company by any other method.
3. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply or sign.
4. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
5. Unless, by 31 October 2023, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.