

Company No: 02948753

The Companies Act, 2006
Private Company Limited by Shares
Written Resolution
Of

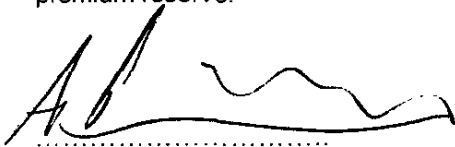
CAPESPAN INTERNATIONAL HOLDINGS LIMITED

Circulation date: 5 September 2023 (Circulation Date)

We, the undersigned, being the sole member who at the date of this resolution is 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 at a general meeting of the Company:

Special resolution

IT WAS RESOLVED THAT the capital of the Company be reduced from £7,750,000 to £800,006 by the cancellation of £6,949,994 standing to the credit of Company's share premium reserve.



Date: ... 5 September 2023

Anton Frederik Fuchs - Director
On behalf of Capespan Group Proprietary Limited and Capespan Proprietary Limited

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Capespan International Holdings Limited

(the "Company")

(Company number 02948753)

Resolution in writing of the Directors pursuant to Article 2 of the Company's Articles of Association ("the Articles")

We, the undersigned, being all of the directors of the Company having the right to receive notice of and attend a meeting of the directors, to signify our assent to the passing of the resolutions submitted for consideration by the directors set out below in accordance with the Articles of the Company to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a meeting of the directors duly convened and held.

Purpose of Resolutions

Reduction of capital

The directors note that the purpose of these written resolutions is to consider and, if deemed fit, to deal with the formalities required for completion of the reduction in the share premium of the Company by £6,949,994 ("Transaction").

The following documents ("Transaction Documents") will be approved as part of the completion of the Transaction:

The Solvency Statement signed by the directors of the Company;

The Statement of Capital (Form SH19) signed on behalf of the Company;

The Directors' Compliance Statement signed by the directors of the Company; and

A draft written resolution to be put to the shareholder of the Company approving the reduction of the Company's capital, if approved by the directors ("the Written Resolution").

Following consideration of each of the Transaction Documents, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to:

Approve the terms of each of the Transaction Documents considered above;

The Written Resolution be submitted to the shareholder of the Company to be executed on their behalf if approved by them; and

Authorise any director of the Company to do all such acts and things and agree and execute on behalf of the Company all such other Transaction Documents to which it is a party and all other documents as may be required in order to implement, subject in each case to such amendments as the person executing the same on behalf of the Company shall think fit.