

GEOFF ANTONS LIMITED

(the "Company")

Resolution of Chirag Patel (the "Sole Director"), being the Sole Director of the Company made on 18 October 2021 (the "Resolution")

1. BACKGROUND

- 1.1 The Sole Director noted that there was a proposed acquisition of the entire issued share capital of the Company by Riverdale Tradeco Limited (Company No. 11506562) (the "Buyer") under the terms of a draft agreement between (1) Perfect Smile Group Holding Limited, Talbir Minhas and Palvesh Patel (the "Sellers") (2) Chirag Patel and Meghna Patel and (3) the Buyer (the "Agreement").

2. PURPOSE

- 2.1 The Sole Director noted that the purpose of this Resolution is to consider and if thought fit, to approve:-

- 2.1.1 the transfer of 25 A Ordinary Shares and 25 B Ordinary Shares in the capital of the Company (the "Sale Shares") from the Sellers to the Buyer;
- 2.1.2 the resignations and appointments of the Company directors in connection with the Agreement;
- 2.1.3 the resignation of the Company secretary in connection with the Agreement;
- 2.1.4 the change of the registered office of the Company;
- 2.1.5 the change of the bank mandates of the Company; and
- 2.1.6 the approval of a written resolution to amend the articles of association of the Company.

- 2.2 The Sole Director noted that he was aware of the need to consider his general duties including those set out in the Companies Act 2006 ("CA 2006"), and in particular, his duty to promote the success of the Company for the benefit of its members.

3. ACQUISITION

- 3.1 The Agreement was produced pursuant to which the Buyer would acquire the entire issued share capital of the Company.

4. DECLARATION OF INTERESTS IN PROPOSED TRANSACTION

- 4.1 The Sole Director declared that he was directly or indirectly interested in the business to be transacted as part of the Resolution. For the purposes of section 177 of the CA 2006 and the Company's articles of association, the nature and extent of those interests in the proposed transaction to be considered as part of the Resolution were declared as follows:-

Name	Nature and extent of interest in proposed transaction
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Chirag Patel	A director and shareholder of Perfect Smile Group Holding Limited ("PSGH"), (a Seller)
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4.2 It was noted that pursuant to Article 16(a) of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he is interested.

4.3 The Sole Director was reminded of his obligation to make a further declaration in the event that any existing declaration made by him proves to be or becomes inaccurate.

5. SHARE TRANSFERS

5.1 In accordance with the terms of the Agreement the Sole Director produced share certificates (or appropriate indemnities in respect of lost share certificates) and duly executed stock transfer forms effecting the transfer of the Sale Shares:-

Transferor	Transferee	No. and class of Shares
PSGH	the Buyer	15 A Ordinary shares 15 B Ordinary Shares
Talbir Minhas	the Buyer	5 A Ordinary shares 5 B Ordinary shares
Palvesh Patel	the Buyer	5 A Ordinary shares 5 B Ordinary shares

5.2 After due and careful consideration THE SOLE DIRECTOR RESOLVED that:-

5.2.1 each of the transfers be and are hereby approved;

5.2.2 subject only to stamping, the Buyer be entered into the register of members as holder of the Sale Shares in the Company;

5.2.3 the existing share certificates in the Company be cancelled; and

5.2.4 a new share certificate be issued to the Buyer accordingly.

6. PSC REGISTER

6.1 There was produced:

6.1.1 a letter from PSGH confirming that they will, with effect from Completion, cease to be a relevant legal entity (within the meaning of section 790C of the Companies Act 2006) in relation to the Company; and

6.1.2 a letter from the Buyer confirming that with effect from Completion, it will become a registrable relevant legal entity (within the meaning of section 790C of the Companies Act 2006) in relation to the Company and confirming the required particulars under section 790K of the Companies Act 2006 for the purposes of updating the Company's PSC register.

7. APPOINTMENTS AND RESIGNATIONS OF DIRECTOR AND SECRETARY

7.1 THE SOLE DIRECTOR RESOLVED that Ian Alistair Gordon, Benjamin Leighton Wild, Ewald Gustav Fichardt and Chris Aylward having consented to act, be and are hereby appointed directors of the Company with effect from Completion.

7.2 There was produced to the Meeting a letter of resignation of Dr Chirag Patel from his position as a Director of the Company. After due and careful consideration THE SOLE DIRECTOR RESOLVED that the resignation be and are hereby accepted with effect from Completion.

7.3 There was produced to the Meeting a letter of resignation of Palvesh Patel resigning from his position as secretary of the Company. After due and careful consideration THE SOLE DIRECTOR RESOLVED that the resignation be and are hereby accepted with effect from Completion.

8. WRITTEN RESOLUTION

8.1 The Sole Director noted the intention to adopt new articles of association (the “**New Articles**”), subject to and with effect from Completion. Having carefully considered his obligations pursuant to s172 of the CA 2006 and the New Articles, THE SOLE DIRECTOR RESOLVED to propose a special resolution of the members of the Company (the “Written Resolution”).

8.2 The Sole Director produced a form of Written Resolution of the members of the Company (the “Written Resolution”) to adopt the New Articles and THE SOLE DIRECTOR RESOLVED to approve the Written Resolution in the form produced and to send it to the members of the Company.

8.3 The Resolution was adjourned to enable the Written Resolution to be submitted to the members of the Company.

8.4 The Resolution reconvened and the Sole Director noted that the Written Resolution had been signed by the members of the Company and accordingly, it had been passed.

9. BANK MANDATE

9.1 There was produced a new form of mandate relating to the Company's bank account with [AD to confirm] (the “Account”).

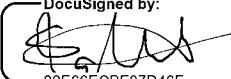
9.2 THE SOLE DIRECTOR RESOLVED to revoke all existing mandates in relation to the operation of the Account and adopt the new mandate in the form produced subject to and with effect from Completion.

10. REGISTERED OFFICE

10.1 It was proposed that the registered office of the Company be changed to 13 Roseberry Court, Stokesley, Middlesbrough, England, TS9 5QT and after careful consideration THE SOLE DIRECTOR RESOLVED that the registered office of the Company be changed subject to and with effect from Completion.

11. FILINGS AND STATUTORY BOOKS

11.1 Subject to Completion, THE SOLE DIRECTOR RESOLVED that the necessary entries be made in the statutory books and registers of the Company and that the necessary filings be made at Companies House in respect of the business transacted as part of this Resolution.

DocuSigned by:

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CHIRAG PATEL
SOLE DIRECTOR OF THE COMPANY