

THE COMPANIES ACT 2006

BENICA SOLUTIONS LTD

WRITTEN RESOLUTION

OF

BENICA SOLUTIONS LTD ("the Company")

Company Number – 7517058

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

Dated this [13th] day of [AUG] 2020

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 10 issued shares held by JAMES UPFOLD (7 shares), BENJAMIN JAMES UPFOLD (1 share), JESSICA ELLEN UPFOLD (1 Share) and RACHEL ANN UPFOLD (1 share) in the issued share capital of the Company be transferred to BENICA HOLDINGS LIMITED in exchange for the allotment of 9 new shares and 1 subscriber share in BENICA HOLDINGS LIMITED to rank pari passu with their existing shareholdings. 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 BENICA HOLDINGS LIMITED and in return, shares in BENICA HOLDINGS LIMITED shall be allotted as follows:-

1. JAMES UPFOLD RECEIVES 6 NEW ALLOTTED SHARES AND 1 SUBSCRIBER SHARE IN BENICA HOLDINGS LIMITED IN EXCHANGE FOR HIS 7 SHARES BEING TRANSFERRED TO BENICA HOLDINGS LIMITED
2. BENJAMIN JAMES UPFOLD RECEIVES 1 NEW ALLOTTED SHARE IN BENICA HOLDINGS LIMITED IN EXCHANGE FOR HIS 1 SHARE BEING TRANSFERRED TO BENICA HOLDINGS LIMITED
3. JESSICA ELLEN UPFOLD RECEIVES 1 NEW ALLOTTED SHARE IN BENICA HOLDINGS LIMITED IN EXCHANGE FOR HER 1 SHARE BEING TRANSFERRED TO BENICA HOLDINGS LIMITED
4. RACHEL ANN UPFOLD RECEIVES 1 NEW ALLOTTED SHARE IN BENICA HOLDINGS LIMITED IN EXCHANGE FOR HER 1 SHARE BEING TRANSFERRED TO BENICA HOLDINGS LIMITED

Signature.......... Name

JAMES UPFOLD

THURSDAY




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20/08/2020

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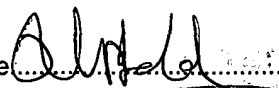
COMPANIES HOUSE

Signature.......... Name

BENJAMIN UPFOLD

Signature.......... Name

JESSICA UPFOLD

Signature.......... Name

RACHEL UPFOLD

10/10/10
10/10/10
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10/10/10