

Company Number: 11220975

Private Company Limited by Shares

Written Resolutions of

HLWCH 900 LIMITED

(the "Company")

THURSDAY



A12 *A7376IVD* 05/04/2018 #314
COMPANIES HOUSE

Circulation Date: *27 March* 2018 (the "**Circulation Date**")

Pursuant to chapter 2 part 13 of the Companies Act 2006, (the "**Act**"), the directors of the Company ("**Directors**") propose that the following resolutions are passed as special resolutions of the Company (the "**Resolutions**"):-

SPECIAL RESOLUTIONS

1. SECTION 190

That the Company's entry into a share for share exchange agreement between (1) the Company and (2) Michael Bullas and Stephen Bullas (the "**S4S Agreement**") be and is hereby approved for the purpose of section 190 of the Act (and for all other purposes) and the Directors of the Company be and are hereby authorised to enter into the S4S Agreement on the Company's behalf.

2. AUTHORITY TO ALLOT

That, in accordance with section 551 of the Act, the Directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £19 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

3. DISAPPLICATION OF PRE-EMPTION RIGHTS


That, subject to the passing of Resolutions 1 and 2 above, all rights of pre-emption contained in the Articles or otherwise be and are hereby waived and that the Directors be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following persons:-

Name of Allottee	Number of Ordinary Shares
Michael Bullas	1,234
Stephen Bullas	666

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being the eligible member entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.


.....
Michael Bullas

Dated: 27 March 2018

NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at Suite 4 164-170 Queens Road, Sheffield, England, S2 4DH.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holder appears in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.