

Company No. 11543007

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



A18 *A80S0YYZ* #410
08/03/2019
COMPANIES HOUSE

WRITTEN RESOLUTION

of

APPLECORE HOLDINGS LIMITED

(the "Company")

Circulation Date: 31 January 2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution"):-

SPECIAL RESOLUTION

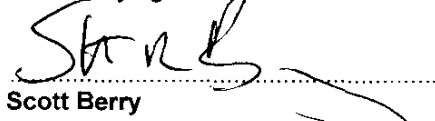
IT WAS RESOLVED THAT:

- (a) the share for share exchange agreement ("**Share for Share Exchange Agreement**") proposed to be entered into on the date hereof between (1) the Company and (2) Scott Berry ("**the Shareholder**") whereby the Company would acquire from the Shareholder the entire issued share capital of Applecore Designs Limited (registered in England and Wales with number 03010943) ("**Applecore Designs**") in consideration of the issue to each Shareholder of 1 ordinary share of £1 each in the capital of the Company (of the same class as held in Applecore Designs, except one less to the Shareholder) for every ordinary share of £1 each in Applecore Designs, be and is hereby approved for all purposes including (but without limitation) Section 190 of the Companies Act 2006;
- (b) the directors of the Company are unconditionally and irrevocably authorised for the purposes of Section 551 of the Companies Act 2006, Article 22.2 of the articles of association, and otherwise to allot shares in the capital of the Company, pursuant to the Share for Share Exchange Agreement; and
- (c) in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution (b) above as if section 561(1) of the Companies Act 2006 did not apply to such allotment.

AGREEMENT

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

We, the undersigned, were at the time the Resolution was circulated entitled to vote on, and hereby irrevocably agree to, the Resolution:-


Scott Berry

Date: 31 January 2019


.....
Nicola Berry

Date: 31 January 2019

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- **By Hand:** delivering the signed copy to the registered office of the Company; or
- **Post:** returning the signed copy by post to the registered office of the Company.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days of the circulation date, 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.
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 holders appear 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.