

Company No: 11708570

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CALLAWAY PROPERTIES LTD

("Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following ordinary and special resolutions are passed as detailed below.

BACKGROUND

In order to hold a quorate directors meeting to approve certain matters connected with the sale of the entire issued share capital of the Company the sole shareholder of the Company has proposed that the current Articles of Association of the Company are replaced with those which are hereby attached to this resolution (the "**New Articles**"). It is noted that the New Articles will update the quorum for directors meetings to one director.

RESOLUTION

As a special resolution:

1. **THAT**, the New Articles attached to this resolution be and are hereby approved and adopted in substitution for and to the exclusion of all existing Articles of Association of the Company.

Circulated: 2023

AGREEMENT

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

The undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:



Name of Shareholder Signature

[Ethan Callaway]



Date of Signature

21/02/23

Attachments: Articles of Association to be approved and adopted

NOTES

1. A shareholder who wishes to agree to such resolution should signify their agreement by signing and returning this document to the Company's registered office, marked for the attention of the Directors.
2. 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.
3. If sufficient agreement is not received within 28 days from the date of circulation of this resolution then this resolution will lapse and the shareholder will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.
4. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
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.

Company No: 11708570

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CALLAWAY PROPERTIES LTD

("Company")

Passed the day of 2022

By written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolutions, the following resolutions of the Company were duly passed:

BACKGROUND

In order to hold a quorate directors meeting to approve certain matters connected with the sale of the entire issued share capital of the Company the sole shareholder of the Company has proposed that the current Articles of Association of the Company are replaced with those which are hereby attached to this resolution (the "**New Articles**"). It is noted that the New Articles will update the quorum for directors meetings to one director.

RESOLUTION

As a special resolution:

1. **THAT**, the New Articles attached to this resolution be and are hereby approved and adopted in substitution for and to the exclusion of all existing Articles of Association of the Company.

Signed



Director - Ethan Callaway

Dated 21 / 02 / 2023

