

LINDMEAD HOLDINGS LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Circulation Date:

12th March

2021

Date Passed:

25th March

2021

12-21 pm

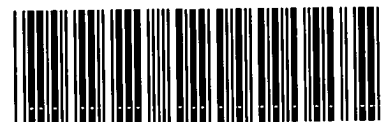
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions numbered 1 and 2 are passed as ordinary resolutions of the sole member of the Company and that the resolution numbered 3 is passed as a special resolution of the sole member of the Company (together the "**Resolutions**"):

ORDINARY RESOLUTION

1. IT IS RESOLVED THAT, pursuant to Article 14(3)(a) of the Company's Articles of Association, Article 14(1) be disapplied and therefore the prohibition on interested directors from being counted as participating in the decision-making process in relation to the Resolutions 2 and 3 noted below, and all other documents necessary to effect the said transactions, be removed.
2. IT IS RESOLVED THAT:
 - (a) the Company enter into a share exchange agreement in the form annexed hereto between (1) Roger Max Davies, (2) Stephen Austin John Davies, (3) Geoffrey Peter Gay, Nicola Gay, Frederick Gay and Elizabeth Gay (as joint holders), (4) Brechin Holdings Ltd, (5) 89 to 95 Elgin Avenue Limited and (6) the Company regarding the acquisition by the Company of the entire issued share capital of Lindmead Limited in exchange for the issue of 799 ordinary shares of £1 each in the Company;
 - (b) the directors be and are hereby authorised to execute such agreement as a deed of, and deliver it on behalf of, the Company;
 - (c) the said acquisition be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (Substantial Property Transaction); and
 - (d) the directors be and are hereby authorised to execute all documents necessary to give effect to the said agreement.

SPECIAL RESOLUTION

3. IT IS RESOLVED THAT, in accordance with section 569 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), as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up



to an aggregate nominal amount of £799 comprising 799 ordinary shares of £1 each.

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

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agrees to the passing of the Resolutions.

Signed by **GEOFFREY PETER GAY (AS JOINT HOLDER)**

Member

Date of signature: 2021

Signed by **NICOLA GAY (AS JOINT HOLDER)**

Member

Date of signature: 2021

Signed by **FREDERICK GAY (AS JOINT HOLDER)**

Member

Date of signature: 2021

Signed by **ELIZABETH GAY (AS JOINT HOLDER)**

Member

Date of signature: 2021

Notes:

1. You can agree to all of the Resolutions but you cannot agree to only some of them. If you agree to all of the Resolutions, please indicate your agreement by signing, dating and returning this document to the Company at a 30 Harbord Street, London SW6 6PJ.
2. If you do not agree to all of the Resolutions, you do not need to do anything; you will not be deemed to have agreed to the Resolutions by failing to reply.
3. Once you have indicated your agreement to all of the Resolutions you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for all of the Resolutions to pass, the Resolutions will lapse. If you do agree to all of the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by the Company at 30 Harbord Street, London SW6 6PJ within 28 days of the Circulation Date.
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.