

**Written Resolutions of the Holding Company**

**WRITTEN RESOLUTION  
OF**

**TB HOLDINGS LTD (the "Company")**

**Company Number 15090255**

Dated this 21<sup>ST</sup> day of AUGUST 2023

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 40 new shares be allotted to TALIA STONE in exchange for the 40 issued shares held by them in ETHICA HEALTH PARTNERS LTD. The shares issued shall 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 TB HOLDINGS LTD and in return, shares in TB HOLDINGS LTD shall be allotted as follows:-

- (a) TALIA STONE RECEIVES 40 NEW ALLOTTED SHARES IN TB HOLDINGS LTD IN EXCHANGE FOR HER 40 SHARES BEING TRANSFERRED TO TB HOLDINGS LTD;

Talia Stone  
Talia Stone Aug 31, 2023 13:48 GMT+1  
Signature.....  
Name TALIA STONE