

The Companies Act 2006

Private Company Limited by Shares

Written Resolutions

of

Gael Force Group Limited (the "Company")

2023 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the below written resolutions be passed, in the case of resolution 1 and resolution 2 as ordinary resolutions, and in the case of resolution 3, as a special resolution (together the "**Resolutions**").

Ordinary Resolutions

Introduction of a new class of shares

- 1 That, subject to the passing of resolution 2 and 3, the creation of 1,527,365 B Ordinary Shares of £0.01 each as a separate class of share in the capital of the Company, each carrying the rights, privileges and restrictions as set out in the New Articles (defined below) be approved.

Authority to allot new shares

- 2 That, subject to the passing of resolution 1 and 3, the directors are generally and unconditionally authorised, for the purpose of section 551 of the Act, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for shares in the Company up to an aggregate nominal amount of £152,736.65 (including the issued share capital of the Company at the date of this resolution) comprising 13,746,300 Ordinary Shares of £0.01 each, and 1,527,365 B Ordinary Shares of £0.01 each with the rights attaching to them as set out in the New Articles (defined below) (the "**Allotment Shares**"), provided that such authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which these Resolutions are passed. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act.

Special Resolution

Adoption of New Articles

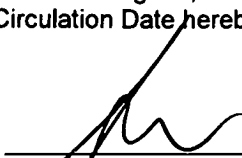
- 3 That the regulations contained in the attached document be and are hereby approved and adopted as the Articles of Association of the Company (the "**New Articles**") in substitution for the existing Articles of Association of the Company.

Agreement

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



The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.


For and on behalf of Gael Force Group
Holdings Limited

1 / 12 / 2023
Date

Notes

- 1 If you agree with the Resolutions, 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 Directors, 136 Anderson Street, Inverness, IV3 8DH; or
 - Post: returning the signed copy by post to the Directors, 136 Anderson Street, Inverness, IV3 8DH.
- If you do not agree to 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, by 28 days from 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 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.