

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

of

CLS GERMANY LIMITED

31 December 2023

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

SPECIAL RESOLUTION

IT IS RESOLVED THAT:


- a) the share capital of the Company be reduced by £65,209,972 by reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.01

and the amount of reserves arising on the reductions becoming effective be treated as a realised profit for the purposes of Part 23 of the 2006 Act and be credited to the distributable reserves of the Company.

Please read the explanatory 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 the resolution and irrevocably agree to the resolution.

For and on behalf of CLS Holdings plc

  
.....  
Director  
31 December 2023

NOTES

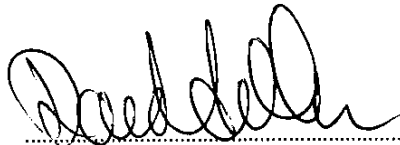
1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to The Secretary, by e-mail to [dfuller@clsholdings.com](mailto:dfuller@clsholdings.com) or by fax to +44 (0)20 7840 7728 or in electronic form.
2. If by 28 days from the date of the proposed Resolution, sufficient agreement has not been received in order to pass the Resolution, the Resolution will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company on or before this date.
3. In the case of joint holders, the vote of the first-named in the register of members of the Company, whether in person or by proxy, will be accepted to the exclusion of that of the other joint holders.
4. 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.

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting.

It is recorded that:

1. The written resolution (the "**Resolution**"), a copy of which is attached, was passed as a special resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company.

The Resolution was signed by or on behalf of the sole member on 31 December 2023.

A handwritten signature in black ink, appearing to read 'David Fuller', written over a horizontal dotted line.

David Fuller  
Director and Secretary

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
-of-  
CLS GERMANY LIMITED**

**(Effective 31 December 2023)**

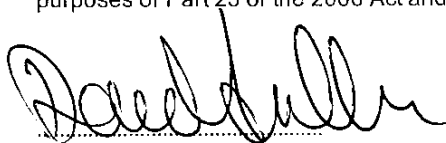
The following resolution was duly agreed to by the sole member of the Company in accordance with Chapter 2, Part 13 of the Companies Act 2006 as a Special Resolution with effect from 31 December 2023.

**SPECIAL RESOLUTION**

**IT WAS RESOLVED THAT:**

- a) the share capital of the Company be reduced by £65,209,972 by reducing the nominal value of each issued fully paid up ordinary share from £1.00 to £0.01

and the amount of reserves arising on the reductions becoming effective be treated as a realised profit for the purposes of Part 23 of the 2006 Act and be credited to the distributable reserves of the Company.



David Fuller  
Director and Secretary