

Written Resolutions of the Shareholders of the Subsidiary Company

WRITTEN RESOLUTION

OF

CHELTON BROWN LIMITED(the "Company")

Company Number 05521012

Dated this 24 day of October, 2022

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 100 issued shares held by SALI PATRICIA BROWN (50 A Shares, 25 B Shares and 25 C Shares) in the issued share capital of the Company be transferred to CHELTON BROWN HOLDINGS LIMITED in exchange for the allotment of 99 new shares and 1 subscriber share in CHELTON BROWN HOLDINGS LIMITED. 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 CHELTON BROWN HOLDINGS LIMITED and in return, shares in CHELTON BROWN HOLDINGS LIMITED shall be allotted as follows:-

- (a) SALI PATRICIA BROWN RECEIVES 49 NEW ALLOTTED A SHARES AND 1 SUBSCRIBER A SHARE IN CHELTON BROWN HOLDINGS LIMITED IN EXCHANGE FOR HER 50 A SHARES BEING TRANSFERRED TO CHELTON BROWN HOLDINGS LIMITED;
- (b) SALI PATRICIA BROWN RECEIVES 25 NEW ALLOTTED B SHARES IN CHELTON BROWN HOLDINGS LIMITED IN EXCHANGE FOR HER 25 B SHARES BEING TRANSFERRED TO CHELTON BROWN HOLDINGS LIMITED;
- (c) SALI PATRICIA BROWN RECEIVES 25 NEW ALLOTTED C SHARES IN CHELTON BROWN HOLDINGS LIMITED IN EXCHANGE FOR HER 25 C SHARES BEING TRANSFERRED TO CHELTON BROWN HOLDINGS LIMITED

Signature.....
Name SALI PATRICIA BROWN



~~EDWARD CHELTON BROWN~~

FRIDAY



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A17 28/10/2022 #155
COMPANIES HOUSE

FIRST CORPORATE
UNIT 12, GREENWAY FARM
BATH ROAD
WICK
BRISTOL, BS30 5RL