

CARLAUREN GROUP LIMITED
Company Number 09198505

Resolution of the sole director of Carlauren Group Limited (the "Company") made on 1st June 2018

SUB-DIVISION OF SHARES

For the purposes of section 618 of the Companies Act 2006, it was proposed that 10,200 Ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 10,200,000 Ordinary shares of £0.001 each.

ORDINARY RESOLUTION

The following shareholders' Ordinary Resolution was then produced:

That the 10,200 Ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 10,200,000 Ordinary shares of £0.001 each. Each such share shall have the same rights and restrictions as the existing Ordinary shares of £1.00 each in the capital of the Company and as set out in the Company's Articles of Association from time to time.

After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED by the director to send the Ordinary Resolution to the eligible members of the Company as a Written Resolution for the purpose of considering and, if thought fit, passing the resolution in the form therein.

Following the return of the Written Ordinary Resolution from eligible members of the Company, the director reported that the Written Ordinary Resolution had been passed.

FILING

IT WAS RESOLVED by the director to file Form SH02 noting the sub-division with Companies House within the prescribed time limit.

IT WAS RESOLVED by the director to update the register of members and issue new share certificates and cancel old share certificates to reflect the new share sub-division.


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Mr Sean Murray
Sole Director

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COMPANIES HOUSE

CARLAUREN GROUP LIMITED
Company Number 09198505

Resolutions of the sole director of Carlauren Group Limited (the "Company") made
on 1st June 2018

ALLOTMENT OF SHARES AND DIS-APPLICATION OF PRE-EMPTION RIGHTS

Following the approved sub-division of the issued share capital in the Company, it was proposed that a further 150,000,000 Ordinary shares of £0.001 be issued to the sole director, Mr Sean Murray, at par value and for cash (the 'New Shares').

It was noted that in accordance with Section 550 of the Companies Act 2006 and Article 21 of the Company's Articles of Association, the director held automatic authority for the allotment of the New Shares.

It was noted that in accordance with Section 561 of the Companies Act 2006 and Article 22 of the Company's Articles of Association relating to pre-emption rights, the Company was required to offer shares firstly to existing shareholders in proportion to the shares held by them.

SPECIAL RESOLUTION

In relation to the dis-application of pre-emption rights relating to the proposed issue of the New Shares, the following shareholders' Special Resolution was then produced:

That, in accordance with section 569 of the Act, the director be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by section 550 of the Act, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall:

- 1. be limited to the allotment of equity securities up to an aggregate nominal amount of £150,000 and comprising 150,000,000 Ordinary shares of £0.001 each; and*
- 2. expire on the date that is three months after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.*

After consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED by the director to send the Special Resolution to the eligible members of the Company as a Written Resolution for the purpose of considering and, if thought fit, passing the resolution in the form therein.

Following the return of the Written Special Resolution from eligible members of the Company, the director reported that the Written Special Resolution had been passed.

FILING

It was noted that payment for the New Shares had been received in cash and accordingly IT WAS RESOLVED that the New Shares be allotted to the subscribers as follows and their name be entered in the Register of Members of the Company as the holder of the shares:

Subscriber Allotment of New Shares

Sean Murray 150,000,000 Ordinary shares of £0.001 each IT WAS RESOLVED by the director to file Form SH01 noting the allotment of the New Shares and to file a copy of the Written Special Resolution with Companies House within the prescribed time limit.


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Mr Sean Murray
Sole Director

Company No. 09198505
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
- of -
CARLAUREN GROUP LIMITED

The following Special Resolution was duly passed on 1st June 2018 by way of Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

SPECIAL RESOLUTION

That, in accordance with section 569 of the Act, the director be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by section 550 of the Act, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall:

1. be limited to the allotment of equity securities up to an aggregate nominal amount of £150,000 and comprising 150,000,000 Ordinary shares of £0.001 each; and
2. expire on the date that is three months after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:

Director

Date: 1st June 2018

Company No. 09198505
THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTION
- of -
CARLAUREN GROUP LIMITED


The following Special Resolution was duly passed on 1st June 2018 by way of Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

SPECIAL RESOLUTION

That, in accordance with section 569 of the Act, the director be generally authorised to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by section 550 of the Act, as if section 561(1) of the Act did not apply to such allotment, provided that this power shall:

1. be limited to the allotment of equity securities up to an aggregate nominal amount of £150,000 and comprising 150,000,000 Ordinary shares of £0.001 each; and
2. expire on the date that is three months after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed:



Director

Date: 1st June 2018

