

THE COMPANIES ACT 2006

LEADBRAIN LTD

**WRITTEN RESOLUTION**

OF

**LEADBRAIN LTD ("the Company")**

Company Number – 10959294

Dated this [ 22 ] day of [ March ] 2021

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 10 issued shares held by STACY WELLINGTON (5 shares) and CHARLOTTE WELLINGTON (5 shares) in the issued share capital of the Company be transferred to SERPABLE HOLDINGS LIMITED in exchange for the allotment of new shares in SERPABLE 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 SERPABLE HOLDINGS LIMITED and in return, shares in SERPABLE HOLDINGS LIMITED shall be allotted as follows:-

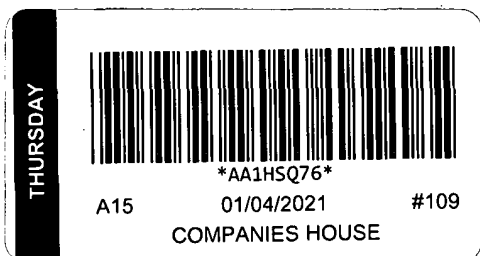
1. STACY WELLINGTON RECEIVES NEW ALLOTTED SHARES IN SERPABLE HOLDINGS LIMITED IN EXCHANGE FOR HIS 5 SHARES BEING TRANSFERRED TO SERPABLE HOLDINGS LIMITED
2. CHARLOTTE WELLINGTON RECEIVES NEW ALLOTTED SHARES IN SERPABLE HOLDINGS LIMITED IN EXCHANGE FOR HER 5 SHARES BEING TRANSFERRED TO SERPABLE HOLDINGS LIMITED

Signature..... Name

STACY WELLINGTON

Signature..... Name

CHARLOTTE WELLINGTON



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