

Company Number: 11104617

**WRITTEN RESOLUTION  
OF  
XY HOLDINGS LIMITED (THE "COMPANY")**

Circulation Date: 11th May 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), it is proposed that the resolutions below are passed as special resolutions.

**SPECIAL RESOLUTIONS**

**IT IS RESOLVED:**

**1. MATTERS TO BE APPROVED**

- 1.1 **THAT** a written special shareholder resolution of the Company dated and passed on 22 February 2018 contained certain erroneous references at paragraphs 1.2.3 (b) and (c), including an incorrect reference to the nominal value of 200 Ordinary Shares in Holdings being shares of £1 each as opposed to £0.01 each, and that sub-paragraphs 1.2.3 (b) and (c) of the written special shareholder resolution of the Company dated and passed on 22 February 2018 shall be deemed to be and are amended as follows:

"b. the 100 Ordinary Shares in Mug For Life Ltd owned by Ross Thornley were purportedly transferred to Holdings (under its previous name "Humanity Unite Ltd"); and

c. in exchange, Ross Thornley was issued a further 200 Ordinary Shares of £0.01 each in Holdings.";

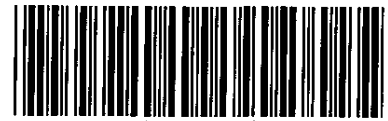
**AND THAT**, for the avoidance of doubt, all other matters referred to under the written special shareholder resolution of the Company dated and passed on 22 February 2018 stood as approved.

**AGREEMENT**

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

The undersigned, being all the members of the Company and entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

FRIDAY



A10 18/05/2018 #100  
COMPANIES HOUSE



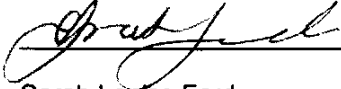
Christopher Kenneth Watkins

Date: 11.05.18



Matthew Anthony Ralph

Date: 11.5.2018



Sarah Louise Ford

Date: 11.5.2018

#### 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.
2. If you do not agree to the resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the resolution to pass by the 28<sup>th</sup> day after the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the Company before or during this date.
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.