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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

COOL-STAK (HOLDINGS) LTD

(Registered in England – No. 12574895)



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A12

09/10/2020

#144

COMPANIES HOUSE

FRIDAY

(Date: 7/10/ 2020 ("Circulation Date"))

We, the undersigned, being the required majority of eligible members of the Company resolve as follows:

Ordinary resolution

1. That the business, assets, liabilities and undertaking now carried on by the Company be divided into two groups, to be called respectively the "A Business" and the "Ordinary Business".
2. That:
  - (a) the A Business shall comprise the businesses carried on by the Company's subsidiary company, Cool-Stak Limited (company number 01176011) and all assets and undertaking of Cool-Stak comprised in or pertaining to such business(es); and
  - (b) the Ordinary Business shall comprise all the businesses, assets, liabilities and undertaking of the Company other than the businesses, assets, liabilities and undertaking comprised in the A Business,

and in each case any assets from time to time representing or received in exchange for the respective businesses.

3. "That the said division shall be made in accordance with the figure stated in the attached clearance letter (£2,700,000)."
4. That 1,350,000 ordinary shares of £1 each in the capital of the Company in the name of Barry Walter Lockwood and 1,350,000 ordinary shares of £1 each in the name of Thelma Joan Lockwood be and are re-designated as "A" shares of £1 each, and there shall be attached to the aforesaid "A" shares the rights and conditions set out in the articles of association to be adopted by resolution 4 below.

#### Special resolution

5. That the draft regulations attached be and are adopted by the company in substitution for its existing articles of association.

You should read the notes at the end of this document before signifying your agreement to the above resolution.

1. If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it by hand to the Company's registered office address.
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 28 days following the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the on or before 28 days following the Circulation 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.

We, the undersigned, being members entitled to vote on the above resolution on the  
Circulation Date, IRREVOCABLY AGREE to the above resolution:

Signed .....



Name: Barry Walter Lockwood, Director

Signed .....

T. Lockwood

Name: Thelma Jona Lockwood, Director