

RESOLVE CAPITAL GROUP LIMITED (the "Company")
A PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SOLE MEMBER

Circulation Date: 1 OCTOBER 2021

Date Passed: 1 OCTOBER 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the following resolutions numbered 1 and 2 are passed as ordinary resolutions of the sole member of the Company and that the resolution numbered 3 is passed as a special resolution of the sole member of the Company (together the "**Resolutions**"):

ORDINARY RESOLUTION

1. IT IS RESOLVED THAT pursuant to Article 14(3)(a) of the Company's Articles of Association, Article 14(1) be disappplied and therefore the prohibition on interested directors from being counted as participating in the decision-making in relation to Resolutions 2 and 3 noted below and all other documents necessary to effect the said transactions be removed.
2. IT IS RESOLVED THAT:
 - (a) the Company enter into a share exchange agreement in the form annexed hereto between (1) Awais Jabbar Ahmad and (2) the Company regarding the acquisition by the Company of the entire issued share capital of AP Morgan Group Limited in exchange for the issue of 99 ordinary shares of £1 each in the Company;
 - (b) the director is hereby authorised to execute such agreement as a deed of, and deliver it on behalf of, the Company;
 - (c) the said acquisition be and is hereby approved for the purposes of section 190 of the Companies Act 2006 (Substantial Property Transaction); and
 - (d) the director is hereby authorised to execute all documents necessary to give effect to the said agreement.

SPECIAL RESOLUTION

3. IT IS RESOLVED THAT, in accordance with section 569 of the Companies Act 2006, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006), as if section 561 of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £99 comprising 99 ordinary shares of £1 each.

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

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COMPANIES HOUSE

Company No: 13647221

The undersigned, being the sole member entitled to vote on the Resolutions on the Circulation Date set out above, hereby irrevocably agrees to the passing of the Resolutions.

Signed by **AWAIS JABBAR AHMAD**

Member



Date of signature: 01/10/21 2021

Notes:

1. If you agree to all of the Resolutions, please indicate your agreement by signing, dating and returning this document to the Company at 12 Church Green East, Redditch, Worcestershire B98 8BP.
2. If you do not agree to all of the Resolutions you do not need to do anything; you will not be deemed to have agreed to the Resolutions by failing to reply.
3. Once you have indicated your agreement to the Resolutions you may not revoke that agreement.
4. Unless within 28 days of the Circulation Date noted at the beginning of this document sufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you do agree to all of the Resolutions, please ensure that this document, duly signed and dated as explained in Note 1 above, is received by the Company at 12 Church Green East, Redditch, Worcestershire B98 8BP **within 28 days of the Circulation Date.**
5. If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document.