

## Directive Concerning the Issuance and Conditional Revocation of Stock

In an effort to expedite Laylor Corporation's ongoing fundraising initiatives, it has become imperative to act decisively in the matter of unclaimed or unresponsive share allocations. To prevent the fundraising process from stalling due to the search for lost investors or those failing to claim their shares, we are instituting the following procedures.

In accordance with a formal resolution, unanimously approved by the Board of Directors of Laylor Corporation on October 18, 2023, BlockTrans Syndicate (“Block Transfer”) is authorized and instructed to carry out the following actions as detailed below:

### II. Conditional Revocation of Shares

The conditional revocation of shares, subject to Section IV, held by parties enumerated in **Exhibit A: Uncovered Shareholdings**.

### III. Preservation of Certain Shareholdings

Shares held by the parties in **Exhibit B: Covered Shareholdings** shall remain unaffected.

### IV. Conditions for Revocation

Shares that remain unclaimed after the close of business on November 19, 2023 will be revoked to the pool of unallocated stock. During this claim period, Block Transfer will make at least two attempts to contact shareholders to claim their shares if any of their information is on file below.

Shareholders must provide their valid mailing address to claim their shares. Shareholders may request an extension of up to six months to claim their shares.

*Tammy Harris*

Tammy Harris  
President, Laylor Corporation

*Lilly Galvez*

Lilly Galvez  
CFO, Laylor Corporation

## **V. Locating investors**

Laylor Corporation will be entirely responsible for any failures or omissions in notifying investors of these actions. Laylor Corporation acknowledges that for some shareholders subject to revocation, the only information available is their name, with no accompanying email addresses or other contact details. As a result, it is understood that it may be impossible to notify or find these investors to inform them of the revocation process.

Laylor Corporation commits to promptly providing any and all existing contact information about the unclaimed investors that may be on hand. Furthermore, Laylor Corporation shall conduct a thorough search to attempt to locate these investors and provide updated identifying information to Block Transfer as it becomes available

## **IV. Indemnification**

Laylor Corporation shall indemnify, defend, and hold harmless Block Transfer, its agents, representatives, and employees, from and against any and all claims, liabilities, damages, or expenses (including legal fees) that arise from any actions or omissions taken in accordance with, or as a result of any breach of, the directives contained in this letter. This indemnification shall extend to cases involving gross negligence, failure, or omissions on part of Block Transfer.

## **IV. Assertions by Board**

For individuals who have not yet claimed their shares, it is hereby declared that no formal, legal contracts exist to substantiate their claim to these shares. Any certificates for these unclaimed shares may have been generated; however, they remain unsigned, rendering them legally non-binding. The absence of signed, written contracts for these unclaimed shares further nullifies any legal claims these individuals may have over said shares. Therefore, under the laws governing share issuance and ownership, these unclaimed shares are subject to conditional revocation.

Laylor Corporation understands that generally, a company cannot unilaterally revoke or cancel stock that it has already granted to shareholders. The allocation of shares represents legal ownership in Laylor Corporation, conferring various rights to the shareholder such as voting rights, dividend entitlement, and the right to sell or transfer these shares. Revoking stock without proper authorization or adherence to legal protocols may result in legal repercussions and potential liabilities for Laylor Corporation, of which Block Transfer cannot be held liable.

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