

**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**OF**

**HARROGATE INTERNATIONAL TOY FAIR LIMITED (Company)**

**COMPANY NUMBER 00399707**

**Passed on 20 September 2022**

At an annual general meeting of the Company duly convened and held at The Mayfair Suite, London Marriott Hotel, Grosvenor Square, London W1K 6JP on 20 September 2022 at 1pm, the following resolution numbered 1 below was duly passed as an ordinary resolution and resolution number 2 below was duly passed as a special resolution.

**ORDINARY RESOLUTION**

1. THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of 10 pence provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is the fifth anniversary of the date of the passing of this resolution.

This authority revokes and replaces all unexercised authorities previously granted to the Directors.

**SPECIAL RESOLUTION**

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
  - 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £0.10; and
  - 2.2 expire on the date which is the fifth anniversary of the date of the passing of the resolution (unless renewed, varied or revoked by the Company prior to or on that date).



Signed.....

A handwritten signature in black ink, appearing to be 'Mark Bratt', written over a dotted line.

Chairman

Mark Bratt