

The Companies Act 2006
COMPANY LIMITED BY SHARES
TURNBULL & ASSER LIMITED
RESOLUTIONS IN WRITING OF THE MEMBERS

(Pursuant to section 288 of the Companies Act 2006)

On the 21st day of January 2022 the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 as Ordinary and Special Resolutions ("Resolutions") by the requisite majority of the members of the Company:

Ordinary Resolution

1. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £2,950,070 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

Special Resolutions

2. **THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Companies Act 2006, the directors of the Company 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 Companies Act 2006 did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £2,950,070; and
 - (b) continue for five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot

equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. **THAT** the authorised capital set out in Article 9 of the Company's articles of association be increased to £11,600,070 and US\$85, divided into 116,000,700 ordinary shares of £0.10 each and US\$85 divided into 8,500,000 ordinary shares of US\$0.00001 each and that Article 9 be amended accordingly.

 21/7/2022

Mark Turner
Director