

BRIGHTSIDE GROUP LIMITED

registered in England and Wales under company number 05941335 and having its registered office at Markerstudy House, Westerham Road, Sevenoaks, England, TN13 2QB
(the "Company")

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY PROPOSED BY
THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH SECTION 291
OF THE COMPANIES ACT 2006**

Pursuant to section 288 of the Companies Act 2006 (the "Act") we, being the sole eligible member, (as defined by section 289 of the Act) of the Company for this purpose, confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006 and signify our agreement to and pass the following written resolutions as special and ordinary resolutions of the Company as designated below:

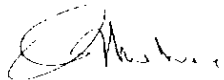
ORDINARY RESOLUTIONS

1. THAT the sum of £56,250,000 comprising the reverse acquisition reserve of the Company, be and is hereby capitalised and appropriated as capital to the sole holder of ordinary shares of £0.01 each in the capital of the Company and that the directors be and are hereby authorised to apply such sum in paying up in full 5,625,000,000 ordinary shares of £0.01 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the sole holder of ordinary shares of £0.01 each in the capital of the Company.

SPECIAL RESOLUTIONS

2. THAT, subject to Ordinary Resolution 1 above being passed, the share capital of the Company be reduced by cancelling and extinguishing 5,625,000,000 ordinary shares of £0.01 each.
3. THAT the amount of £36,867,217.54 standing to the credit of the share premium account of the Company as at the date on which this resolution is passed be cancelled and extinguished.

For and on behalf of **MARKERSTUDY HOLDINGS LIMITED**



Name: **Geoffrey Cleall-Harding**

Position: **Director**

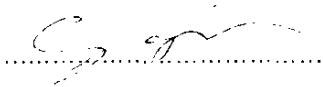
Date: **25 June 2021**

TUESDAY



RM *RA7NFRK1* 29/06/2021 #65
COMPANIES HOUSE

By order of the Board:

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

~~Director~~/Secretary
of **BRIGHTSIDE GROUP LIMITED**

25 June 2021

Date

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the written resolution. Markerstudy Holdings Limited is a sole member Company.
2. The circulation date of these written resolutions is 25 June 2021 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) a member signifies his agreement to a proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates; and
 - (ii) indicating his agreement to the resolution;
 - (B) the document must be sent to the Company in hard copy form or in electronic form.
 - (C) a member's agreement to a written resolution, once signified, may not be revoked.
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Generally, the period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006). However, eligible members should signify their agreement to the written resolutions within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such a resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to (see sections 641(1)(a) and 642(1)(a) Companies Act 2006).