

Company Number: 06481401

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**FIREFLY ONLINE LIMITED (THE "COMPANY")**

**Circulation Date:** 31 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions, being passed as a special resolution, as indicated (the **"Special Resolutions"**):

**SPECIAL RESOLUTIONS**


**We hereby agree THAT:**

- (1) the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
- (2) the 875,000 Ordinary B shares of £1.00 each in the capital of the Company, credited as fully paid, be converted and reclassified into 875,000 Deferred Shares of £1.00 each in the capital of the Company, such shares having the rights and being subject to the restrictions as set out in the Articles of Association of the Company.

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.


The undersigned, being all the persons entitled to vote on the Special Resolutions on the Circulation Date hereby irrevocably agrees to the Special Resolutions:

DocuSigned by:  
  
.....D65B7EECBCE0446..... Date: 31 May 2023


Director of LSC 100 Limited, duly authorised attorney

for Totemic (2014) Holdings Limited, Gordon Philip Dale Rann,

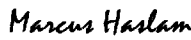
Lianne Firth

DocuSigned by:  
  
E132CE8FB3554B5..... Date: 31 May 2023

Richard Ratcliffe

DocuSigned by:  
  
D13CD3110523469..... Date: 31 May 2023

Daniel Botherway

DocuSigned by:  
  
7717604DCAA9487..... Date: 31 May 2023

Marcus Haslam

## NOTES

1. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

*By Hand: delivering the signed copy to Harper Macleod LLP at Citypoint, 65 Haymarket Terrace, Edinburgh EH12 5HD;*

*Post: returning the signed copy by post to Harper Macleod LLP at Citypoint, 65 Haymarket Terrace, Edinburgh EH12 5HD*

2. Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been received for the Special Resolution to pass, they will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date.

4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.