

Company Number: 07091208

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**RAINBOW BUSINESS ENTERPRISES LIMITED
(Company)**

passed on 20th December 2021

Pursuant to Chapter 2 of part 13 of the Companies Act 2006 (Act), the following ordinary and special resolutions were passed as a Written Resolutions of the Company.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

"THAT, in accordance with section 551 of the CA 2006, the Board be generally and unconditionally authorised to allot 1,588,105 Ordinary Shares of £1.00 each in the capital of the Company. This authority shall expire 5 years after the passing of this resolution (unless previously renewed, varied or revoked by the Company prior to or on that date).

This authority revokes and replaces all unexercised authorities previously granted to the Board but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities."

SPECIAL RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

"THAT, subject to the passing of the first resolution and in accordance with section 570 of the CA 2006, the Board be generally empowered to allot equity securities (as defined in section 570 of the CA 2006) pursuant to the authority conferred by the first resolution, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

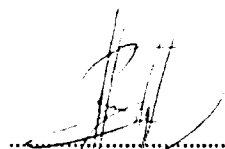
2.1 be limited to the allotment of equity securities up to and including an aggregate nominal amount of £1,588,105; and

2.2 Expire on the fifth anniversary of the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date)."



3. DEBT CONVERSION

"THAT the Board be authorised to convert the debt of £1,588,104.76 owed by the Company to Grapevest Holdings Ltd into equity. Such conversion to be satisfied by the allotment of 1,588,105 Ordinary shares of £1.00 each to Grapevest Holdings Ltd, subject to the passing of resolutions 1 and 2 above."



RTB Presidents Ltd.
Director



RTB Treasurers Ltd.
Director