

Company No. 7329416

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

THURSDAY



THE NORTH AMERICAN GUITAR LIMITED (THE "COMPANY")

On 18th December 2020 the following ordinary resolutions and special resolutions were duly passed as written resolutions of the Company pursuant to chapter 2 of part 13 of Companies Act 2006:

SPECIAL RESOLUTIONS

- 1 **That** the articles of association (in the form attached to this resolution) be adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.
- 2 **That**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered pursuant to section 570 of the Companies Act 2006 (Act) to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 4 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry.

ORDINARY RESOLUTIONS

- 3 **That** 441,500 of the existing A ordinary shares of £0.50 each in the capital of the Company be redesignated as C ordinary shares of £0.50 each in the capital of the Company, such ordinary shares having the rights and being subject to the obligations set out in the articles of association of the Company to be adopted pursuant to resolution 1 above.
- 4 **That** the directors are generally and unconditionally authorised for the purposes of s551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares, provided that:
 - (a) the maximum amount of shares that may be allotted or made the subject of rights to subscribe for or to convert any security into shares under this authority is 384,087 A ordinary shares of £0.50 each and 1,112,439 D ordinary shares of £0.01 each; and
 - (b) this authority will expire on the day before the fifth anniversary of the date of the passing of this resolution.

A handwritten signature consisting of several overlapping loops and a long horizontal stroke.

Director