



GRADUATION ATTIRE

Written Resolutions of Graduation Attire Limited

**Company Number 08607640
(the "Company")**

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that these resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1 Authority to Allot

THAT in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised:

- (a) to grant rights to subscribe for shares in the Company to the Company's employees, advisors, and consultants under standalone option grant agreements or pursuant to share option schemes approved by the Company ("**Rights**"), up to the aggregate nominal value of £11.1111; and
- (b) upon the lapse or cancellation of an option referred to in resolution 1(a) above (or any part thereof), to grant further or additional Rights up to the aggregate nominal value of shares subject to all options so lapsed and/or cancelled,

provided that in all circumstances the total number of shares over which Rights have been granted and which are capable of exercise will at all times be limited to the aggregate nominal value of £11.1111.

This authority will, unless renewed, varied or revoked by the Company, expire five years from the passing 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.

For the avoidance of doubt, this authority is supplemental to any subsisting section 551 authority.

SPECIAL RESOLUTION

2 Dis-application of Preemption Rights

THAT, subject to the passing of the Authority to Allot resolution above, 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 Companies Act 2006) pursuant to the authority conferred by the Authority to Allot above for the purpose of issuing share options to the Company's employees, advisors, and consultants under standalone grant agreements or pursuant to a share option scheme approved by the Company, as if the preemption rights in the Company's articles of association or, if applicable, section 561(1) of the Companies Act 2006 did not apply to any such allotment.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

These resolutions are dated 3 August 2022

A handwritten signature in black ink, appearing to read 'M Lewis', is written over a horizontal line.

Martin Lewis

3 August 2022

NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 3 If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 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.