

Company number: 08827353

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

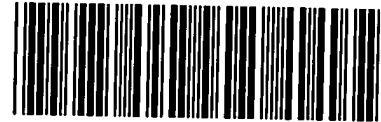
- of -

ONE REBEL LTD

(the "Company")

26 September 2023 (the "Circulation Date")

THURSDAY



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12/10/2023

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COMPANIES HOUSE

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as ordinary and special resolutions (as indicated) (the "Resolutions").

ORDINARY RESOLUTIONS

1. **THAT**, subject to the passing of resolution 2 below and in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot and issue shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £13,853, provided that:
 - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for, and revokes, all subsisting authorities (to the extent unused).

SPECIAL RESOLUTIONS

2. **THAT**, the articles of association of the Company contained in the document attached to these Resolutions be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
3. **THAT**, subject to the passing of resolution 1 above, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities pursuant to the authority conferred by resolution 1 above as if any rights of pre-emption to which shareholders of the Company may be entitled howsoever arising (including, but not limited to, under the Company's articles of association, the Act and/or under any shareholders' agreement in force between the Company and its shareholders from time to time) did not apply to such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

DocuSigned by:

Jodie Travers

6EA4923C92BD486

Name: Jodie Travers (print name)

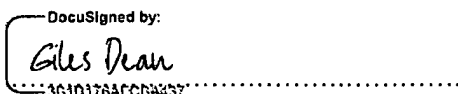
For and on behalf of: Codex Rosa Limited
~~Praxis Directors One Limited~~ (if member is a company)

Date: 26 September 2023

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: 361D176AFCDA437...

Name: Giles Dean (print name)

For and on behalf of: (if member is a company)

Date: 26 September 2023

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

DocuSigned by:

James Balfour

1693F6F871DC4FE...

Name: James Balfour (print name)

For and on behalf of: (if member is a company)

Date: 26 September 2023

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

DocuSigned by:

Mike Balfour

991670f03dA74f3...

Name: Mike Balfour (print name)

For and on behalf of: (if member is a company)

Date: 26 September 2023

NOTES

1. If you wish to vote in favour of the Resolutions please sign and date this document and return it to the Company using one of the following methods:
 - (a) **by Docusign;**
 - (b) **by post:** returning the signed copy by post to the Company's registered office;
or
 - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to Abi Easton (a.easton@taylorwessing.com). Please enter "One Rebel Written resolutions" in the email subject box.

The Company cannot accept agreements to the Resolutions which are sent by fax or another electronic means.

If you do not agree with the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. 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.
5. 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.