

Company Number: 09084884

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
of
SUNNYMARCH HOLDINGS LIMITED
(the "Company")

Circulation Date: 27 August 2021 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of Companies Act 2006 (the "**Act**"), the following resolutions (the "**Resolutions**") are proposed by the directors of the Company as to Resolutions 1 and 2 as special resolutions and as to Resolutions 3 and 4 as ordinary resolutions.

SPECIAL RESOLUTION

1. **THAT** the Company adopt new articles of association in the form attached to this resolution (the "**New Articles**") in substitution for and to the exclusion of the previous articles of association of the Company.
2. **THAT** any and all pre-emption rights to which the members of the Company may be entitled and any rights to participate in the sale of the issued share capital of the Company by any member of the Company to a third party, howsoever arising, including but not limited to, those rights set out in section 561 of the Act be and are hereby waived or otherwise disapplied in respect of:
 - a. the allotment of 19,800 preferred shares of £0.001 each in the capital of the Company to ANTON CAPITAL ENTERTAINMENT S.C.A.;
 - b. the allotment of 14,422 growth shares of £0.001 each in the capital of the Company to LEAH CLARKE; and
 - c. the transfer of 12,650 ordinary shares of £0.001 each in the capital of the Company from KENCANA CAPITAL SDN. BHD. to ANTON CAPITAL ENTERTAINMENT S.C.A.

ORDINARY RESOLUTION

3. **THAT** each of the 12,650 ordinary shares of £0.001 each in the capital of the Company held by KENCANA CAPITAL SDN. BHD. to be transferred to ANTON CAPITAL ENTERTAINMENT S.C.A. be re-designated as 12,650 preferred shares of £0.001 each in the capital of the Company having the rights and restrictions as set out in the New Articles.
4. **THAT** in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot:
 - a. 19,800 preferred shares of £0.001 each in the capital of the Company to ANTON CAPITAL ENTERTAINMENT S.C.A.; and
 - b. 14,422 growth shares of £0.001 each in the capital of the Company to LEAH CLARKE,

having the rights and subject to the restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire after the period of five years from the date of these Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the Resolutions, hereby agree to the Resolutions.

| | | |
|---------------------|---|--|
| SIGNED by |) |  |
| ADAM ACKLAND |) | |
| DATED: |) | 27 August 2021 |

| | | |
|-----------------------------|---|-------|
| SIGNED by |) | |
| BENEDICT CUMBERBATCH |) | |
| DATED: |) | |

| | | |
|---|---|-------------------------------|
| SIGNED for and on behalf of |) | |
| KENCANA CAPITAL SDN. BHD. |) | |
| by its attorney |) | Director/Authorised Signatory |
| ANTON CAPITAL ENTERTAINMENT S.C.A. |) | Name: |
| DATED: |) | |

having the rights and subject to the restrictions set out in the New Articles. Unless renewed, varied or revoked by the Company, this authority shall expire after the period of five years from the date of these Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the Resolutions, hereby agree to the Resolutions.

SIGNED by)
ADAM ACKLAND)
DATED:)

SIGNED by)
BENEDICT CUMBERBATCH)
DATED:) 27 August 2021

SIGNED for and on behalf of)
KENCANA CAPITAL SDN. BHD.)
by its attorney) Director/Authorised Signatory
ANTON CAPITAL ENTERTAINMENT S.C.A.) Name:
DATED:)

SIGNED for and on behalf of
KENCANA CAPITAL SDN. BHD.
by its attorney
ANTON CAPITAL ENTERTAINMENT S.C.A.
DATED: 27 August 2021


Director/Authorised Signatory
Name: Yvon Lauret

NOTES:

1. You may choose to agree to all of the Resolutions or none of them; however, you may not agree to some only of the Resolutions.

2. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company c/o Lee and Thompson LLP using one of the following methods:

- **By Hand:** delivering the signed copy to Joshua Metliss at Lee & Thompson LLP, 80 Charlotte Street, London W1T 4DF.
- **Post:** returning the signed copy by post to Joshua Metliss at Lee & Thompson LLP, 80 Charlotte Street, London W1T 4DF.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to joshuametliss@leeandthompson.com. Please enter "Written resolutions" in the e-mail subject box.

3. If any of the Resolutions has not been passed within 28 days from the date of its circulation, it will lapse.

4. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.

5. If you do not agree to all of the Resolutions, you need not take any action; you will not be deemed to agree to any of the Resolutions if you do not reply.