

TOG Knives LTD
("Company")

WRITTEN RESOLUTION OF THE SOLE DIRECTOR

Resolution in writing of Robert David Beagley-Brown the sole director of the Company held at insert address on date at time am/pm.

GLENSIDE FARM 20 MAR 5pm
BS41 8LA 2019

1) Power to make decisions

I noted that pursuant to the Company's Articles of Association (the "**Articles**"), I may as a sole director of the Company, take decisions without constraint by the provisions of the articles relating to directors' decision making.

2) Interests in proposed transactions and/or arrangements with the Company

- a) I noted my interest in the proposed transaction to be considered by me in accordance with the requirements of section 177 of the Companies Act 2006 ("**CA 2006**") and the Company's articles of association.
- b) I noted that when considering the resolutions, I would need to take into account my general duties as a director, including those under CA 2006, and in particular the matters referred to in section 172(1) of CA 2006.

3) Business of the meeting

I noted that it was a condition of the investment round carried out via the crowdfunding platform operated by Crowdcube Capital Limited ("**Crowdcube**") that the Company put in place a new capital structure and so the business of the meeting was to consider and, if thought fit, approve:

- a) the circulation of a written resolution ("**Written Resolution**") to obtain certain shareholder approvals in connection with a proposed allotment of new shares in the Company, namely to:
 - i) adopt new articles of association ("**New Articles**");
 - ii) redesignate the existing ordinary shares to A ordinary shares;
 - iii) subdivide the existing issued shares of £1.00 each to shares of £0.1 each;
 - iv) authorise the directors to allot shares up to an aggregate nominal amount of £27478.20; and
 - v) disapply the statutory pre-emption rights under section 561 of the CA 2006 in relation to the proposed allotment of shares; and

- b) subject to the receipt of the relevant subscription monies, the proposed allotment and issue of shares to the persons referred to in the investor list sent by Crowdcube to the Company on 14th May 2019 ("**Crowdcube Investors**") of the shares applied for by them respectively ("**Proposed Allotment**").

4) Approval and circulation of Written Resolution

- a) After careful consideration of the Written Resolution, I **RESOLVED**:
 - i) that the Written Resolution would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA 2006;
 - ii) to approve the Written Resolution in the form produced to the meeting; and
 - iii) to send the Written Resolution to every eligible member of the Company and to any auditors.
- b) The Written Resolution was then submitted to the members of the Company and any auditors and I received notification that the Written Resolution had been passed.

5) Allotment and issue of shares

After careful consideration, **IT WAS RESOLVED**:

- a) that the Proposed Allotment would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA 2006;
- b) on receipt of their subscription monies, to allot and issue to Crowdcube Investors the shares applied for by each of them respectively credited as fully paid;
- c) that should any of the Crowdcube Investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as the original;
- d) to instruct Crowdcube to prepare share certificates in respect of the allotted and issued shares and deliver to the applicants and in accordance with article 15.3 of the New Articles it was resolved that these would not be issued under seal or signed by any person;
- e) to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the Proposed Allotment and generally to sign all such certificates, notices and other documents as may be necessary or desirable in

connection with the Proposed Allotment, subject in each case to such amendments as those executing the same on behalf of the Company consider fit; and

- f) to arrange for the relevant documents to be filed at Companies House and the register of members of the Company updated.

6) Filing

I resolve to make all necessary and appropriate entries in the books and registers of the Company to be made and for the necessary forms and documents to be filed at Companies House.



ROBERT BEAGLEY-BROWN

Chairperson