

THE COMPANIES ACT 2006
PRIVATE COMPANY BY LIMITED SHARES
WRITTEN RESOLUTIONS
OF
ROSEMARY WATER LIMITED (the "Company")

Circulation Date: 18 November 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the board of directors of the Company proposes that the following resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 as special resolutions (each a "**Resolution**" and together the "**Resolutions**").

ORDINARY RESOLUTION

1. That, subject to receiving Investor Consent for each allotment, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act and the Company's articles of association ("**Articles**") to exercise all the powers of the Company to allot B Ordinary Shares (as defined in the Articles) up to an aggregate nominal amount of £13.50, at an issue price of £0.0332 per B Ordinary Share, provided that:
 - a. the authority granted under this resolution shall expire six months after the passing of this resolution;
 - 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; and
 - c. this authority is in addition to the unexercised authorities previously granted to the directors of the Company, and those set out in the Articles.

SPECIAL RESOLUTION

2. That, subject to the passing of resolution 1 above, in accordance with article 12.5 of the Articles and subject to receiving Investor Consent as defined therein, the pre-emption rights contained in Articles 12.5 to 12.10 of the Articles shall not apply to the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them pursuant to resolution 1 above.
3. That, any conduct of the directors the Company (either in board meetings or under delegated authority) during the period from 8 November 2019 to and including the Circulation Date, whilst the board of directors has not been properly constituted, be and are hereby ratified.



Company Number: 10479032

Please read the notes overleaf before signifying your agreements to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: Alan Eisner

Signature:

Date: 24/11/2020

NOTES

- (a) You can choose to agree to all of the Resolutions or none of them.
- (b) If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally or sending it by post to David Spencer-Percival at Rosemary Water Limited, Ground Floor 6, Burnsall Street, London, SW3 3ST;
 - ii. by sending a scanned copy of the signed document by email to david@rosemarywater.com
- (c) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
- (d) If any Resolution is not passed within 28 days of the Circulation Date, it will lapse.
- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Company Number: 10479032

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We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions

Signed by



Name:

AKEEL CACHAK

Signature:

.....

Date:

19-11-2020

NOTES

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Company Number: 10479032

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We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:ALEXANDRE DE ROTHSCHILD.....

Signature:.....

Date:Nov 19, 2020.....

NOTES

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Company Number: 10479032

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We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: ANDREW DAVID CAMPBELL - 2-AK1EMCZ

Signature: AD Campbell

Date: 20 NOV 2020

NOTES

- (a) You can choose to agree to all of the Resolutions or none of them.
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- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Company Number: 10470032

Please read the notice overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

ANTHONY VAN LAAST

Signature:

Anthony van Laast

Date:

19 NOV 2020

NOTES

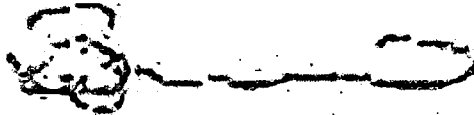
- (a) You can choose to agree to all of the Resolutions or none of them.
- (b) If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally or sending it by post to David Spence, Principal of Rosemary Water Limited, Ground Floor 6, Burnell Street, London, SW1 3SH
 - ii. by sending a scanned copy of the signed document by email to ~~rosemarywater@btinternet.com~~
- (c) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
- (d) If any Resolution is not passed within 28 days of the Circulation Date, it will lapse.
- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Company Number: 10419032

Please read the notes overleaf before signifying your agreement to the Resolutions.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions of the Circulation Date, hereby agree to the Resolutions.

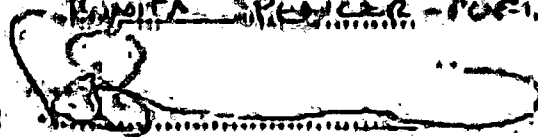
Signed by



Name:

DAVID SPENCER - ROSEMARY

Signature:



Date:

22-11-20

NOTES

- (a) You can choose to agree to all of the Resolutions or none of them.
- (b) If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally or sending it by post to David Spencer-Perceval at Rosemary Water Limited, Ground Floor 11, Burnmill Street, London, SW3 3ST;
 - ii. by sending a scanned copy of the signed document by email to david@rosemarywater.com
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Company Number 10470032

Please read the notes overleaf before signing your agreement in the resolution

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: DAVID SPENCER - PERCIVAL

Signature: 

Date: 23rd November 2020

NOTES

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- (b) If you agree to the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally or sending it by post to David Spencer-Percival at Rosemary Water Limited, Ground Floor 6, Sunnyside Street, London, SW3 3ST
 - ii. by sending a scanned copy of the signed document by email to david@rosemarywater.com
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- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Company Number: 10479032

Please read the notes overleaf before signifying your agreements to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: JAMES LOHAN

Signature: [Signature]

Date: 19/11/20

NOTES

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- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Subject: Attachment

CONFIDENTIAL

CONFIDENTIAL

CONFIDENTIAL

Company Number: 10470022

Please read the notes overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

J. A. Vincent

Signature:

[Handwritten Signature]

Date:

20/11/20

NOTES

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 - i. by delivering the signed copy personally or sending it by post to David Spencer-Petford at Rosemary Water Limited, Ground Floor 8, Burnell Street, London, SW3 3ST;
 - ii. by sending a scanned copy of the signed document by email to david@rosemarywater.com
- (c) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
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Company Number 10470032

Please read the notes overleaf before signifying your agreement to the resolutions.

We, the undersigned, being a member(s) of the Company entitled to vote at this Resolution in the Circulation Date, hereby agree to the Resolutions.

Signed by David Spencer - Director (RAT.)

Name: KENSINGTON FILMS LTD

Signature: 

Date: 23rd November 2020

NOTES

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 - i. by delivering the signed copy personally or sending it by post to David Spencer, Personal at Rosemary Water Limited, Ground Floor 6, Bunsell Street, London, SW3 3ST,
 - ii. by sending a scanned copy of the signed document by email to David@rosemarywater.com
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Company Number: 10479032

Please read the notes overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions

Signed by

Name:

Signature:

Date:

NOTES

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 - ii. by sending a scanned copy of the signed document by email to David@RosemaryWater.com
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Company Number: 10479032

Please read the notes overleaf before signifying your agreements to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

RICHARD PINDAR for Litwacy Capital plc

Signature:

Date:

18 NOVEMBER 20

NOTES

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Company Number: 10470082

Please read the notes overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: LYND LAMM OF NVA LTD

Signature: [Handwritten Signature]

Date: 19/11/20

NOTES

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 - i. by delivering the signed copy personally or sending it by post to David Spinnier, Perched at Rosemary Writer Limited, Ground Floor 6, Burnell Street, London, E6W 3ST;
 - ii. by sending a scanned copy of the signed document by email to dev@roswriter.co.uk
- (c) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, so as to be received by not later than 28 days following the Circulation Date.
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Company Minutes 1/1/12

Members read the notice, without debate, and agreed to the following

We, the undersigned, being a majority of the Company, entered into the following
on the circulation date hereby given to the Members

Signed by

Name

M. K. B. Mawel

Signature

M. K. B. Mawel

Date

Nov 19 2020

NOTES

- (a) You can choose to agree to all of the Resolutions or none at them
- (b) If you agree to the Resolutions, please signify your agreement by signing and doing this document where indicated above and returning it to the Company using one of the following methods:
 - i. by delivering the signed copy personally, or sending it by post to David Spencer, Secretary at Rosemary Water Limited, Ground Floor 6, Small Street, London SW3 3BT.
 - ii. by sending a scanned copy of the signed document by email to david@rosemarywater.com
- (c) The signed copy of this document should be returned using one of the above methods as soon as possible and, in any event, it must be received by not later than 28 days following the Circulation Date.
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- (e) Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Company Number: 10479032

Please read the notes overleaf before signifying your agreements to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:**michael tobin**

Signature:

Date:**18/11/20**.....

NOTES

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Company Number: 10478032

Please read the notes overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

N. D. S. Wong

Signature:

N. D. S. Wong

Date:

20/11/20

NOTES

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Company Number: 10476032

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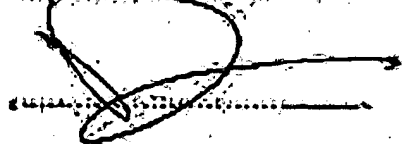
We, the undersigned, being a member(s) of the Company, entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

NICHOLAS TANNAR

Signature:



Date:

20/11/2020

NOTES

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Company Number: 10479032

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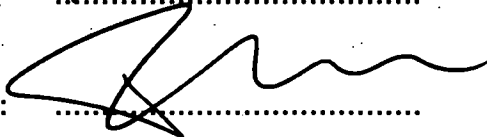
We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

PAUL GENDES

Signature:



Date:

19/11/20

NOTES

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Company Number: 10478152

Please read the notice overleaf before signifying your agreement to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name: PAUL PINNAR

Signature: [Signature]

Date: 19 November 2020

NOTES

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 1. by delivering the signed copy personally or sending it by post to David Spencer-Perovai at Rosemary Water Limited, Ground Floor 6, Birnall Street, London, SW3 3SF;
 2. by sending a scanned copy of the signed document by email to david@rosemarywater.co.uk
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Company Number: 10479032

Please read the notes overleaf before signifying your agreements to the resolution.

We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:

PERA STAGE

Signature:

[Handwritten Signature]

Date:

21/10/2020

NOTES


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Company Number: 10479032


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We, the undersigned, being a member(s) of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

Signed by

Name:	RICHARD PINDAR
Signature:	
Date:	18 NOVEMBER 20

NOTES

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Company Number: 10479032

- (f) If you do not agree to the Resolutions, you need not take any action. You will not be deemed to agree to the Resolutions if you do not reply.
- (g) If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document.