

Company number: 10493681
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

KOY CLOTHING LIMITED (the "Company")

CIRCULATION DATE:16 June.....2020

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19/06/2020

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the director of the Company proposes that resolution 1 below be passed as ordinary resolution of the Company (the "Ordinary Resolution") and that resolutions 2 - 3 below be passed as a special resolutions of the Company (the "Special Resolutions" and, with the Ordinary Resolution, the "Resolutions").

Ordinary Resolution:

1. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the company to allot 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 £37.5934 for C ordinary shares and up to a maximum aggregate nominal amount of £5.0124 for A ordinary shares, provided that:
 - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - 1.2. this authority shall apply in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act (but without prejudice to the validity of any allotment pursuant to such previous authority).

Special Resolutions:

2. **THAT** the articles of association attached to this resolution (the "New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
3. **THAT** all rights of pre-emption whether in terms of the articles of association of the Company, Companies Act 2006, any shareholders agreement that the Company is a party to or otherwise be and hereby waived in respect of the allotment of 375,934 C ordinary shares of £0.0001 each and the allotment of 50,124 A ordinary shares of £0.0001 each; and

Agreement

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

The undersigned, being the person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions.

Signed by []
for and on behalf of EDL CAPITAL LTD

SIGNED: EDL

DATE: 16 June 2020

Signed by ALASTAIR SCOTT

SIGNED:

DATE:

Signed by JAMES SCOTT

SIGNED:

DATE:

Signed by HILARY SCOTT

SIGNED:

DATE:

Signed by FRANKLIN SCOTT

SIGNED:

DATE:

Signed by IAN WALLIS

SIGNED:

DATE:

Signed by PETRUS DE VILLIERS

SIGNED:

DATE:

Signed by ROBERT MARK CUTMORE-SCOTT

SIGNED:

DATE:

Signed by []
for and on behalf of EDL CAPITAL LTD

SIGNED:


DATE:

Signed by ALASTAIR SCOTT

SIGNED: 

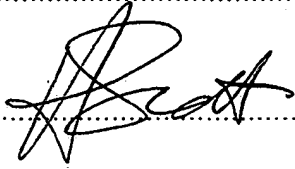
DATE: 16 June 2020

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SIGNED: 

DATE: 16 June 2020

Signed by HILARY SCOTT

SIGNED: 

DATE: 16 June 2020

Signed by FRANKLIN SCOTT

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DATE: 16 June 2020

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Signed by IAN WALLIS

SIGNED:

DATE:

Signed by PETRUS DE VILLIERS

SIGNED:

DATE:

Signed by ROBERT MARK CUTMORE-SCOTT

SIGNED: 

DATE: 16 June 2020

Signed by CAMERON COULSON

SIGNED:

DATE:16 June 2020.....

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 the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) By hand: delivering the signed copy to the director at the Company's registered office;
 - (b) By post: delivering the signed copy to the director at the Company's registered office;
or
 - (c) By email: returning the signed copy of the Resolutions to Alastair Scott at alastair@koyclothing.com or Teifi Wamer at t.wamer@ashfords.co.uk
3. The Resolutions will lapse if sufficient votes in favour of it have not been received by the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one). Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
4. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
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.
6. Sufficient agreement will have been reached to pass an ordinary resolution if eligible members (i.e., members who were entitled to vote at the time the resolution was circulated) representing a simple majority of the total voting rights of eligible members signify their agreement to it. Sufficient agreement will have been reached to pass a special resolution if eligible members representing not less than 75% of the total voting rights of eligible members signify their agreement to it.