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A11 05/02/2021 #315

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COMPANIES HOUSE

Company number 10521282

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BUYFAIR (HOLDINGS) LIMITED ("Company")

29th January 2020 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") propose that the following resolutions are passed as ordinary and special resolutions as specified ("Resolution").

SPECIAL RESOLUTION

1. Adoption of Articles of Association

That the Company adopt new articles of association as are attached to this resolution ("New Articles") and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

ORDINARY RESOLUTIONS

2. Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £27.28 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution shall become effective on the receipt of the relevant subscription monies and should any of the 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 that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

3. Subdivision

That the Ordinary Shares of £0.01 in the issued share capital of the Company be subdivided into Ordinary Shares of £0.00001 each in the capital of the Company, with the rights and restrictions set out in the New Articles.

SPECIAL RESOLUTION**4. Disapplication of Pre-Emption Rights**

That, subject to section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution in the table below. The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Name	Email address	
Dominic Speelman		DocuSigned by: Dominic Speelman 88FFC45C4336402...
Keith Jones Brymer		DocuSigned by: Keith Jones Brymer 6268EB723E9D4DF...
Russel Bock		
David Zelouf		DocuSigned by: David Zelouf 8868B848BA2C9FC447...
David Heard		DocuSigned by: David Heard 800DB13E7A024FE...
Jessica Heard		DocuSigned by: Jessica Heard 800DB13E7A024FE...
Damon Westbury		DocuSigned by: Damon Westbury 800DB13E7A024FE...
Oliver Pluckrose		DocuSigned by: Oliver Pluckrose 2F824959FFA84A0...
Mark Winkler		DocuSigned by: Mark Winkler CBEB9929B7EB44A...
Guy Tritton		DocuSigned by: Guy Tritton 52B47D23D5B345E...

Russell Cameron	DocuSigned by: <i>Russell Cameron</i> 7483578DB794411...
Roger Morgan- Grenville	
Glenda Berger	DocuSigned by: <i>Glenda Berger</i> E408B9018D15417... DocuSigned by: <i>Deborah Spencer</i> 8EA6D480221142D...
Deborah Spencer	
Matt Drury	
Bryony Drury	

Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

Unless, within 30 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.

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.