

Company Number: 10633614

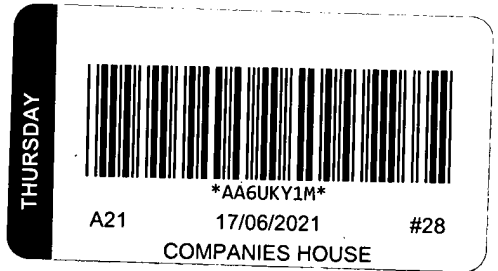
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NELLA HOLDINGS LIMITED ("Company")

Circulation Date – 25 May 2021



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written resolution of the Company having effect as an ordinary resolution ("**Resolution**").

ORDINARY RESOLUTION

THAT the terms of an off-market share buyback agreement proposed to be made between the Company and Sacha Louisa Bull ("**Seller**") for the purchase by the Company from the Seller of 100 Ordinary B shares of £1.00 each in the capital of the Company for a total consideration of £1,000,000 as set out in the contract attached ("**Buyback Agreement**") be approved and the Company be authorised to enter into the Buyback Agreement.

AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolution.

The undersigned were at the time the Resolution was circulated entitled to vote on, and irrevocably agree to, the Resolution.

Caroline Frances Nella

25/05/2021

Date

Mario Franco Nella

25/05/2021

Date

Mark Paul Peter Nella

25/05/2021

Date

Stefano Nella

25/05/2021

Date

NOTES

1. If you agree with the Resolution, 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:-
 - **By Hand:** delivering the signed copy to James Bullock, Brachers LLP, Somerfield House, 59 London Road, Maidstone, Kent ME16 8JH; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to jamesbullock@brachers.co.uk. Please type "Ordinary resolution – Nella Holdings Limited" in the e-mail subject box.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolution, 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.
5. 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.
6. 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.