

ABOVE BELOW LTD.
Company number: 10733021
("Company")

Resolution of Will Watt, a sole director of the Company (the "**Sole Director**"), held at the Company's registered office on 14th January 2022

1) Power to make decisions

It was noted that, pursuant to the Company's articles of association (the "**Articles**"), the Sole Director of the Company may 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) The Sole Director declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("**CA 2006**") and the Articles.
- b) It was noted that pursuant to the Articles, the Sole Director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which he is interested.

3) Business of the meeting

The Sole Director reported 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) subdivide the existing issued shares of £0.0001 each to shares of £0.00001 each;
 - iii) authorise the Sole Director to allot shares up to an aggregate nominal amount of £3.59; and
 - iv) disapply the statutory pre-emption rights under the New Articles; and
- b) subject to the receipt of the relevant subscription monies, the proposed allotment and issue of shares to:

- i) the persons referred to in the investor list sent by Crowdcube to the Company on 23 December 2021 (excluding the Company Investors defined below) ("**Crowdcube Investors**"); and
- ii) the Company Investors set out at Appendix 1 ("**Company 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, **IT WAS 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 meeting was adjourned so that the Written Resolution could be submitted to the members of the Company and any auditors. The meeting reconvened whereupon the Sole Director reported that the Written Resolution had been passed.

5) Receipt of funds from the Company Investors

The Sole Director confirmed that the Company had received the funds from the Company Investors.

6) Allotment and issue of shares

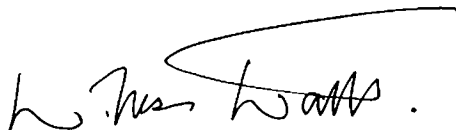
After careful consideration, **IT WAS RESOLVED:**

- 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 and the Company 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 the New Articles it was resolved that these would not be issued under seal or signed by any person;
- e) to authorise the Sole Director of the Company 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 authorise the company secretary or the Sole Director of the Company to arrange for the relevant documents to be filed at Companies House and the register of members of the Company updated.

7) Filing

The Sole Director gave instructions for 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.



Will Watt, as Sole Director

Appendix 1 - the Company Investors

Name	Subscription Amount (£)
Aaron Davis	10,000
Andy Prosser and Marta K	10,000
Paul Mackenzie	20,000
Steven Alder	20,000
John Lambert	20,000
Adam Kenrick	20,000
Matthew Hanney	20,000

Graham Lane	20,000
Chris Ash	20,000
Peter and Krista Lowe	20,000
Justin Abbott	20,000
Simon Turner	20,000
<u>TOTAL</u>	220,000