

## WRITTEN RESOLUTION OF THE SOLE DIRECTOR

Written Resolution of Richard Brendon the sole director of Richard Brendon Holdings Limited ("Company") dated 3 APRIL 2020.

### 1) Power to make decisions

Noted that, pursuant to the Company's Articles of Association ("**Articles**"), I may, as a sole director of the Company, 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

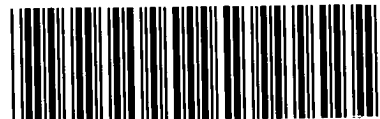
- a) I noted the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("**CA 2006**") and the Company's articles of association.
- b) Noted that, when considering the resolutions, I would need to take into account my general duties as a director, including those under CA 2006, and in particular the matters referred to in section 172(1) of CA 2006.

### 3) Business for consideration

I noted 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 £0.01 each to shares of £0.0000001 each;
  - iii) authorise the directors to allot shares up to an aggregate nominal amount of £0.0780754; and
  - iv) disapply the statutory pre-emption rights under section 561 of the CA 2006 in relation to the proposed allotment of shares; and
- b) subject to the receipt of the relevant subscription monies, the proposed allotment and issue of shares to Crowdcube Nominees LTD and the persons referred to in the investor list sent by Crowdcube to the Company on 31st March 2020 ("**Crowdcube Investors**") of the shares applied for by them respectively ("**Proposed Allotment**").

SATURDAY



\*AA24L184\*

A08

10/04/2021

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COMPANIES HOUSE

#### **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.

#### **5) Allotment and issue of shares**

After careful consideration, I 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 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 or the Crowdcube Nominee 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 issue share certificates to the new investors, including Crowdcube Nominees LTD;
- e) 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 arrange for the relevant documents to be filed at Companies House and the register of members of the Company updated.



**Richard Brendon as Sole Director**