

WEDNESDAY



A20 08/03/2023 #139
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

Written Resolution

of

Handbag Clinic Ltd (the "Company")

Company No. 11552082

3 March 2023 (the "Circulation Date")

The following resolutions were passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. THAT:

- 1.1. in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised in connection with such exercise to create 10% convertible loan note stock ("**Loan Stock**") in the Company up to an aggregate nominal amount of £500,000 in accordance with the terms of a loan stock instrument (the "**Convertible Loan Instrument**"), pursuant to which the Company will grant rights to convert the Loan Stock into share capital in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date of this Resolution having been passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is without prejudice to all unexercised authorities previously granted to the directors and any allotment of shares or grant of rights already made or offered or agreed to be made pursuant to such authorities; and

- 1.2. in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by paragraph 1.1 of this resolution 1, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment.
2. **THAT** the draft regulations attached to this resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association.

Signed:

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Sarah Jane Veitch
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Dated:

03 March 2023

Handbag Clinic Ltd