

**PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolutions**

**of**

**Handbag Clinic Ltd (the "Company")**

**Company No. 11552082**

**29 September 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**

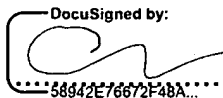
**THAT:**

1. in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to issue and allot 1,010,101 C Ordinary Shares of £0.0001 in the Company up to an aggregate nominal amount of £101.0101, 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

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.
3. The regulations annexed to this document be adopted as the new articles of association of the Company ("**Articles**") in substitution for all existing regulations.

**Signed:**

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**Director**

**Dated:**

**29/09/2023**

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