

**PRIVATE COMPANY LIMITED BY SHARES**

**Written Resolutions**

**of**

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

**Company No. 11552082**

**18<sup>th</sup> October 2022 (the "Circulation Date")**

The following resolutions were passed by way of written resolution on 18<sup>th</sup> October 2022 pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

**ORDINARY RESOLUTION**

1. THAT in substitution for all previous authorities conferred on the Directors, the Directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company for a period expiring on the fifth anniversary of the date of this resolution unless previously renewed, varied or revoked by the Company, provided that:
  - 1.1. the maximum nominal value of shares which may be allotted or rights granted pursuant to the authority conferred by this resolution is £351.9317, comprising 3,519,317 B Investment shares of £0.0001 each; and
  - 1.2. by the authority conferred above in this resolution, or by any renewal of the authority, the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, after the authorisation has expired if the shares are allotted, or the rights granted, in pursuance of an offer or agreement made by the Company before the authorisation expired.

**SPECIAL RESOLUTION**

2. The rights of pre-emption contained in the Companies Act 2006, the articles of association of the Company (the "**Articles**") or otherwise, be and are hereby waived for the purposes of the allotment of shares detailed in resolution 1 above by the Company. For the purposes of the Articles or otherwise, this resolution shall qualify as an agreement of the shareholders of the Company to act otherwise than in accordance with articles 37 and 38.



Director