

**THE COMPANIES ACT 2006**

**COMPANY NUMBER: 12812342**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of GRIND HOLDINGS LTD (the "Company")**

Resolutions passed on 24 August 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions were duly passed as special resolutions:

**RESOLUTIONS**

1. THAT the 888,000 issued A Shares in the capital of the Company be subdivided into and redesignated as 3,658,940 A Ordinary shares of £0.00024269 each pro-rata between the holders thereof in proportion to their respective holdings of A Shares such new A Ordinary shares so created having the rights set out in the new Articles of Association of the Company adopted pursuant to Resolution 4 below ("the New Articles").
2. THAT each of the existing CC-A Shares, B Shares, C Shares, R Shares, S Shares and T Shares of £0.001 in the capital of the Company be and are hereby redesignated as an A Ordinary share of £0.001 having the rights set out in the New Articles.
3. THAT each of the existing CC-B Shares of £0.001 in the capital of the Company be and is hereby redesignated as a B Ordinary share of £0.001 having the rights set out in the New Articles.
4. THAT the articles of association in the form attached hereto be and are hereby adopted as the new articles of association of the Company to the exclusion of the current and all previous articles of association.
5. THAT the directors be and are hereby authorised to issue 9,236,511 A Ordinary shares of £0.001 each having the rights set out in the New Articles at £1.08266 per share to new investors at any time up to and including 30 September 2021 free from any pre-emption rights in favour of existing shareholders whether such rights arise under the New Articles or otherwise howsoever on the terms agreed by the directors and such new investors by agreement dated on (and as described to shareholders in the letter to shareholders from the Company dated the same date as) the Circulation Date.

Director:

Date:

  
24/08/2021