

GRIND HOLDINGS LTD, co no. 12812342 (the "Company")

WRITTEN RESOLUTIONS of the MEMBERS of the Company passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 19 December 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("the **Act**") the following resolutions were duly passed as Special Resolutions of the Company on 19 December 2022, namely:-

First Resolution:

THAT at the articles of association of the Company be amended as follows:

1. By the insertion of the new definition in Article 1.1 before the definition of "Act" to read as follows:

"2022 Secondary Purchase Offer" means the offer by the Investor to purchase Shares from other members as described in the letter to Shareholders from the Company dated 6 December 2022;

2. By the insertion, at the end of the definition of "Change of Control" in Article 1.1 of the words (save that, for the purposes of Article 10 (*Tag Along*) only, where the Third Party Purchaser is the Investor and those acting in concert with him, no Change of Control will arise for the purposes thereof until his interest is in 75% or more of the voting rights attaching to the Shares);

3. By the insertion of a new definition in Article 1.1 between the definitions of "Investor" and "Group" to read as follows:

"Investor Option" means the option for the Investor to subscribe up to a further 9,236,524 A ordinary shares of £0.001 on the terms granted to the Investor on or about 6 December 2022;

4. By amending the definition of "Shareholder Consent" in Article 1.1 so that it reads as follows:

"Shareholder Consent" means with the prior written consent of Shareholders who, between them, hold Shares that are eligible to vote at the relevant time (including pursuant to any voting agreement) that represent not less than 55% of the total number of issued Shares that carry a right to vote at that time;

5. By the amendment of Article 3.6 of the Articles by the insertion in the first line thereof of “(i)” after the words “shall not apply to” and the insertion of the following words at the end of that Article “or (ii) the issue to the Investor of Shares on the due exercise of the Investor Option or (iii) the issue of Shares as consideration in relation to any business or company acquisitions of the Company made with unanimous Board approval and with prior Shareholder Consent.”;

6. By the deletion of Article 7.17 of the Articles and its replacement of a new Article 7.17 to read as follows:

“The provisions of this Article 7 shall not apply to the transfer of Shares to the Investor pursuant to the 2022 Secondary Purchase Offer. All B Ordinary Shares transferred to the Investor pursuant to the 2022 Secondary Purchase Offer shall, on completion of such transfer, automatically be redesignated as A Ordinary Shares on a one for one basis without the need for any further resolution of the Company.”

7. By amending the second line of Article 8.1(a) by the insertion of the words “(or the Investor” after the word “Investor” and adding a “)” after the word “Director” in that line;

8. By changing the word “65%” in Article 9.1 to “75%”;

9. By changing Article 12 by the insertion of the following words at the end of that Article: “or (without prior Shareholder Consent) more than 6 (excluding the Investor Director)”;

10. By the addition of a new sub-paragraph (w) at the end of the Annexure to the Articles to read:

“(w) appoint or remove any Director from office (not including any Investor Director, Existing Director or Founder Director).”.

Second Resolution:

THAT the Directors be authorised to issue up to 6,465,557 shares to investors free from the pre-emption rights in Article 3 of the Articles of Association of the Company or otherwise as envisaged in the letter to Shareholders from the Company dated 6 December 2022 such authority to expire on 31 March 2023.



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Signed, Director

Dated:.....19th December..... 2022