

**Company number: 13150097**

**THE COMPANIES ACTS 1985 to 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**- of -**

**PREZZO INVESTCO LIMITED**  
**(the "Company")**

02 June 2021 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that:

- (a) resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- (b) resolutions 2, 3 and 4 below are passed as special resolutions (together the "**Special Resolutions**").

**ORDINARY RESOLUTION**

1. That the directors be generally and unconditionally authorised to exercise all the 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, up to a maximum aggregate nominal amount of £10.00, provided that:
  - (i) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (ii) the Company may, before such expiry under paragraph (i) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired..

**SPECIAL RESOLUTIONS**

2. That <sup>TW</sup>~~9,500~~ 9,000 shares held by Jampurchaseco Limited be re-designated as A shares with the rights and restrictions as set out in the New Articles.
3. That 200 Ordinary shares held by Silver Cloud Ventures Limited be re-designated as B shares with the rights and restrictions as set out in the New Articles.
4. That 250 Ordinary shares held by Karen Jones and 50 Ordinary shares held by Dean Challenger be re-designated as C shares with the rights and restrictions as set out in the New Articles.

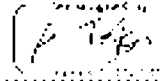
5. That 500 Ordinary shares held by Antonio Capo be re-designated as D shares with the rights and restrictions as set out in the New Articles.
6. That a new class of E shares of £0.01 each be created with the rights and restrictions as set out in the New Articles.
7. That the articles of association of the Company contained in the document attached to these written resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

## AGREEMENT

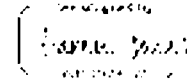
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

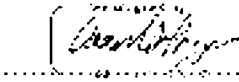
Signed on behalf of  
**Jampurchaseco Limited:**

  
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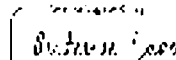
Signed by **Karen Jones:**

  
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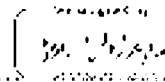
Signed by **Dean Challenger:**

  
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Signed by **Antonio Capo:**

  
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Signed on behalf of  
**Silver Cloud Ventures Limited:**

  
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## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - (a) **by hand:** delivering the signed copy to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW;
  - (b) **by post:** returning the signed copy by post to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW; or
  - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to [g.wellcome@taylorwessing.com](mailto:g.wellcome@taylorwessing.com). Please enter "Written resolutions" in the email subject box.]

The Company cannot accept agreements to the Resolutions which are sent by fax or another electronic means.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
4. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.