

Company Number: 13677206

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**CARNABY GROUP HOLDINGS LTD**

20 October

2021 ("Circulation Date")

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions are proposed as a special resolution and ordinary resolution of the Company:

**ORDINARY RESOLUTION**

1. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 551 of the Act to exercise all or any of 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 an aggregate nominal value of £47.50 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed.

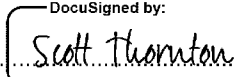
**SPECIAL RESOLUTION**

2. **THAT**, subject to and conditional upon the passing of resolution 1 in this written resolution, the directors of the Company be and are hereby empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £47.50 and shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this resolution is passed.
3. **THAT** the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

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

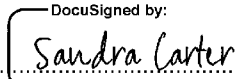
We, the undersigned, being the person eligible to vote on the above resolution on the Circulation Date hereby irrevocably agree to each of the resolutions.

**SIGNED by SCOTT THORNTON:**

DocuSigned by:  
  
 28C6BEA6924048D...  
 20 October 2021

**DATED:**

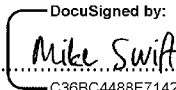
**SIGNED by SANDRA CARTER:**

DocuSigned by:  
  
 E7BEA8201E4F479...  
 20 October 2021

**DATED:**

SIGNED by MIKE SWIFT:

DATED:

DocuSigned by:  
  
C36BC4488E71427...  
20 October 2021

**NOTES:**

1. If you agree to all of the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
  - By Hand: delivering the signed copy to the Company's registered office.
  - By Post: returning the signed copy by post to the Company's registered office.
2. 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.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to them by the end of the period of 28 days beginning with the Circulation Date. If you agree to the resolution, please ensure that your agreement reaches us before that date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.