

Company No. 03142746

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

A.S.H.S. LIMITED (the "Company")

Circulation date: 23 June 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions are passed as special resolutions (the "**Resolutions**"):

SPECIAL RESOLUTIONS

1. THAT, the issued share capital of the Company be re-designated by converting the existing issued Preference Shares into B Preference Shares;
2. THAT, subject to the passing of the written consents attached hereto at Appendix 1, the draft articles of association (the "**New Articles of Association**") in the form attached hereto at Appendix 2 be, and hereby are, adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company; and
3. THAT, subject to Resolution 2 having been adopted, in accordance with article 19 of the New Articles of Association, the board of directors is generally and unconditionally authorised to, and the Company may, issue and allot:
 - a. to Javad Marandi 10,000 A Preference Shares of £0.01 each (with such new shares so allotted having the rights set out in the New Articles of Association) (the "**JM Share Issuance**");
 - b. immediately after the JM Share Issuance, to Kate Southworth (i) 3,000 Ordinary Shares of £0.01 each, (ii) 250 Growth Shares of £0.01 each and (iii) 4,435 Performance Shares of £0.01 each (with such new shares so allotted having the rights set out in the New Articles of Association); and
 - c. immediately after the JM Share Issuance, to Virginia Valentine (i) 600 Ordinary Shares of £0.01 each and (ii) 887 Performance Shares of £0.01 each (with such new shares so allotted having the rights set out in the New Articles of Association),

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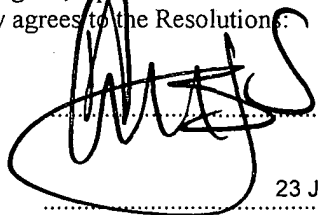
in the case of the A Preference Shares to be issued and allotted to Javad Marandi and the Ordinary Shares to be issued and allotted to Kate Southworth and Virginia Valentine, such Preference Shares and Ordinary Shares so issued and allotted free from the pre-emption rights contained in article 20 of the New Articles of Association.

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AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on their circulation date, irrevocably agrees to the Resolutions:

Signed by: 

Date:

23 June 2020

Notes:

1. If you agree with 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:
 - By hand: delivering the signed copy to A.S.H.S. Limited, The Stable Block Plough Brewery, 516 Wandsworth Road, London, United Kingdom, SW8 3JX.
 - By post: posting the signed copy to A.S.H.S. Limited, The Stable Block Plough Brewery, 516 Wandsworth Road, London, United Kingdom, SW8 3JX.
 - By e-mail: attaching a scanned copy of the signed document to an e-mail and sending it to jgrandison@debevoise.com or elaxbanon@whiteandbluecapital.com.

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. Your agreement to the Resolutions, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date falling 28 days from the Resolutions' circulation date for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on its circulation date, irrevocably agrees to the Resolution:

Signed by: J. Monaghan

Date: 23 June 2020

Notes:

1. If you agree with the Resolution, 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:
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 - By post: posting the signed copy to A.S.H.S. Limited, The Stable Block Plough Brewery, 516 Wandsworth Road, London, United Kingdom, SW8 3JX.
 - By e-mail: attaching a scanned copy of the signed document to an e-mail and sending it to jgrandison@debevoise.com or elaxbanon@whiteandbluecapital.com.

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3. If sufficient agreement has not been received by the date falling 28 days from the Resolution's circulation date for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.