

EXECUTION VERSION

RETAILNEXT RP UK LTD

("Company")

WRITTEN RESOLUTION: CIRCULATED ON

8 March 2023

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

This document contains proposed written resolutions of the Company for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolutions within 28 days from the date the resolutions were first circulated to members, the resolutions will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION:

Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".

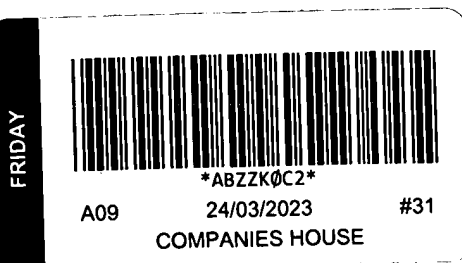
Once you have signified your agreement to the resolution, you cannot revoke it.

If your shares are held jointly, only the agreement of the senior holder who agrees to the resolution will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.



EXECUTION VERSION

Company no. 03552625

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RETAILNEXT RP UK LTD

("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company proposed as special resolutions as detailed below:

SPECIAL RESOLUTIONS

That the Company's articles of association be amended by insertion of new article 45 as follows:

"45.1 Notwithstanding anything contained in these articles or otherwise, the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

- 45.1.1 to a bank, lender, fund, financial institution or other person to which or to whom such shares are charged by way of security (whether as lender, agent, trustee or otherwise) (a "**Secured Institution**"), or to any nominee of such a Secured Institution;
- 45.1.2 executed by a Secured Institution or its nominee, pursuant to a power of sale or other power under any security document;
- 45.1.3 executed by a receiver or manager appointed by a Secured Institution pursuant to any security document; and/or
- 45.1.4 delivered to the company for registration by a Secured Institution or its nominee or by a receiver or manager appointed by a Secured Institution.

45.2 Any present or future lien on shares howsoever arising which the Company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of a Secured Institution or which are transferred in accordance with the provisions of this article.

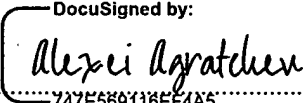
45.3 A certificate executed by the Secured Institution to which or whom such security interest has been or is being granted, certifying that the aforementioned shares are subject to such security shall be conclusive evidence of such a fact.

45.4 A certificate executed by the Secured Institution or its nominee or by a receiver or manager appointed by the Secured Institution, certifying that the aforesaid transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

45.5 For the purposes of this article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing.

EXECUTION VERSION**Circulation date:** 8 March **2023****Registered office:** St James House, St James' Square, Cheltenham, England, GL50 3PR**Agreement to written resolution**

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of corporate member:	RETAILNEXT HOLDINGS, INC. <i>Block capitals please</i>	
Name and position of signatory:	Alexei Agratchev CEO <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	<div>DocuSigned by:  747E589118EF4A5...</div> <div>Dated: 8 March 2023</div>	