

Company Number: 04171412

**SECTION 288 COMPANIES ACT 2006**

**BUY IT DIRECT LTD**

**(the Company)**

**WRITTEN RESOLUTIONS**

**Circulation Date: 4th December 2020**

We, the undersigned, being the members of the Company at the Circulation Date entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass resolutions 1 and 2 as ordinary resolutions of the Company and resolution 3 as a special resolution of the Company pursuant to chapter 2 of part 13 of the Companies Act 2006 (as amended) (**CA 2006**) and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us at a general meeting of the Company duly convened and held.

**ORDINARY RESOLUTIONS**

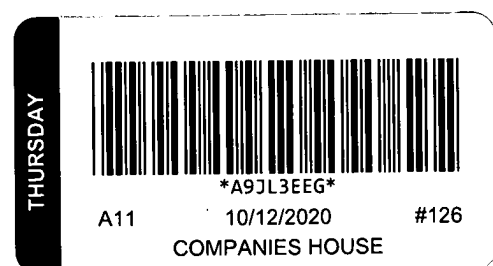
1. **THAT** the directors are generally and unconditionally authorised, for the purpose of section 551 of the CA 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £33.39 comprising:

- 1.1 up to an aggregate nominal amount of £11.40 of C ordinary shares of £0.01 each;
- 1.2 up to an aggregate nominal amount of £9.03 of D ordinary shares of £0.01 each;
- 1.3 up to an aggregate nominal amount of £5.10 of E ordinary shares of £0.01 each;
- 1.4 up to an aggregate nominal amount of £4.25 of F ordinary shares of £0.01 each; and
- 1.5 up to an aggregate nominal amount of £3.61 of G ordinary shares of £0.01 each.

with each class having the rights attaching to them as set out in the articles of association to be adopted pursuant to resolution 2, a copy of which are attached to these resolutions, (the **New Articles**), and this authority shall:

- 1.6 expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) five years after the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
- 1.7 apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in substitution for all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the CA 2006, to the extent they are unused.


2. **THAT** the loan for the amount of £2,200.00 proposed to be made by the Company to Daniel Myers, a director of the Company, be approved in accordance with section 197 CA 2006.



### SPECIAL RESOLUTION

3. **THAT** the New Articles be 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.

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

  
Signed by **BGF INVESTMENTS LP**  
acting by **BGF INVESTMENT MANAGEMENT**  
**LIMITED**, its manager, acting by  
**BARRY JACKSON** its attorney

4th December 2020  
Date

Signed by **NICHOLAS HARVEY GLYNNE**

Date

Signed by **JOHANA GLYNNE**

Date

Signed by **SIMON ANTHONY BARNETT**

Date

Signed by **BRIAN GAUNT**

Date


**SPECIAL RESOLUTION**

3. **THAT** the New Articles be 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.

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

.....  
Signed by **BGF INVESTMENTS LP**  
acting by **BGF INVESTMENT MANAGEMENT**  
**LIMITED**, its manager, acting by  
..... its attorney

.....  
Date

  
.....  
Signed by **NICHOLAS HARVEY GLYNNE**

.....  
4th December 2020  
Date

.....  
Signed by **JOHANA GLYNNE**

.....  
Date

  
.....  
Signed by **SIMON ANTHONY BARNETT**

.....  
4th December 2020  
Date

.....  
Signed by **BRIAN GAUNT**

.....  
Date

## NOTES

1. You can choose to agree to both of the resolutions or none of them but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning 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. Unless sufficient agreement has been received within 28 days of the circulation date referred to above for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this 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.

7. The Resolutions must be delivered to Companies House within 15 days of being passed.