

Company number: 04171412

SECTION 288 COMPANIES ACT 2006

BUY IT DIRECT LTD

(the Company)

WRITTEN RESOLUTION

Circulation Date: 08 January 2021

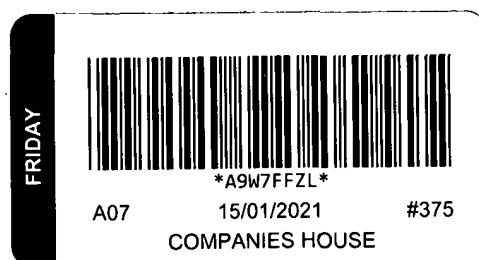
We, being the members of the Company at the Circulation Date entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions of the Company (**Resolutions**) pursuant to chapter 2 of part 13 of the Companies Act 2006 (as amended) and hereby 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. To authorise and hereby subdivide 84,485 of the issued B ordinary shares of £0.01 each in the capital of the Company into 168,970 B ordinary shares of £0.005 each (the **Sub-Division**), having attached the rights specified in the Articles of Association of the Company as altered pursuant to paragraph 6 of this resolution.
2. Subject to the prior passing of the resolution at paragraph 1 of this resolution, that 68,275 B ordinary shares of £0.005 each in the capital of the Company and held by Nick Glynne be redesignated as 68,275 B1 ordinary shares of £0.005 each, having attached the rights specified in the Articles of Association of the Company as altered pursuant to paragraph 6 of this resolution.
3. Subject to the prior passing of the resolution at paragraph 1 of this resolution, that 6,000 B ordinary shares of £0.005 each in the capital of the Company and held by Johana Glynne be redesignated as 6,000 B1 ordinary shares of £0.005 each, having attached the rights specified in the Articles of Association of the Company as altered pursuant to paragraph 6 of this resolution.
4. Subject to the prior passing of the resolution at paragraph 1 of this resolution, that 9,986 B ordinary shares of £0.005 each in the capital of the Company and held by Simon Barnett be redesignated as 9,986 B2 ordinary shares of £0.005 each, having attached the rights specified in the Articles of Association of the Company as altered pursuant to paragraph 6 of this resolution.
5. Subject to the prior passing of the resolution at paragraph 1 of this resolution, that 224 B ordinary shares of £0.005 each in the capital of the Company and held by Brian Gaunt be redesignated as 224 B2 ordinary shares of £0.005 each, having attached the rights specified in the Articles of Association of the Company as altered pursuant to paragraph 6 of this resolution.

SPECIAL RESOLUTION

6. That the articles contained in the form attached and initialled for the purpose of identification are adopted as the Company's new articles of association in substitution for and to the exclusion of the Company's existing articles of association.



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


Signed by **NICHOLAS HARVEY GLYNNE**


Date


Signed by **JOHANA GLYNNE**


Date

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Signed by **SIMON ANTHONY BARNETT**

.....
Date

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

.....
Date

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

.....
Date

.....
its attorney

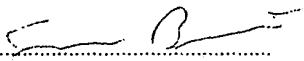
Please read the notes at the end of this document before signifying your agreement to the Resolution.

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Signed by **NICHOLAS HARVEY GLYNNE**

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Date

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Signed by **JOHANA GLYNNE**

.....
Date


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

.....
Date

8 January 2021

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

.....
Date

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

.....
Date

.....
its attorney

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

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Signed by **NICHOLAS HARVEY GLYNNE**

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Date

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Signed by **JOHANA GLYNNE**

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Date

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Signed by **SIMON ANTHONY BARNETT**

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Date

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Signed by **BRIAN GAUNT**

DocuSigned by:



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

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Date

8 January 2021

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Date

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its attorney

NOTES

1. If you agree to the Resolution, 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 at its registered office; or

Post: returning the signed copy by post to the Company at its registered office.

2. If you do not agree to the Resolution, 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 Resolution, 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 Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. The Resolution must be delivered to Companies House within 15 days.