

Company Number: 05461014

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

MBC GROUP LIMITED

(the “Company”)

Circulated on 14th December 2022 (the “Circulation Date”)

The directors of the Company propose that the following resolution (the “Resolution”) be passed as a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006. The Resolution is proposed as a special resolution. Please read the notes at the end of this document before signifying your agreement to the Resolution.

SPECIAL RESOLUTION

1. That the £7,737,653 share premium account balance of the Company be cancelled and the directors of the Company be and are hereby authorized to take all steps necessary or desirable to implement such cancellation.

AGREEMENT

The undersigned being the sole member of the Company and the sole person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees that the Resolution be passed as a written resolution of the Company and shall take effect as a special resolution.

Signed by Shaun Carter _____  on behalf of RSBG UK Limited
DocuSigned by:
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Date: 14/12/2022

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.

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Generally, the period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date. However, if you agree with the Resolution, please ensure that your agreement to the Resolution reaches us before midnight of 28th December 2022. This is because additional rules apply to resolutions relating to the reduction of the Company's share capital; such resolutions will not be effective unless they are supported by a solvency statement made not more than 15 days before the date on which the resolutions are agreed to.
4. If you are signing the 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 the document.