

NOTONTHEHIGHSTREET ENTERPRISES LTD

(the "**Company**")

**STATEMENT
of
THE DIRECTORS**



Statement of compliance with Section 642 of the Companies Act 2006 (the "Act")

We, the Directors named below (being together all of the Directors of the Company as at the date of this statement), each make this statement for purposes of Section 644(5) of the Act.

WHEREAS:

- A. On 15 October 2021 the Company passed a special resolution (the "**Resolution**"), proposed and passed as a written resolution under Chapter 2 of Part 13 of Act, to reduce its share capital by:
- a. cancelling and extinguishing the following shares of the Company:
 - (i) 230,041 A1 Ordinary Shares of £0.01 each;
 - (ii) 708,821 A2 Ordinary Shares of £0.01 each;
 - (iii) 522,901 B Ordinary Shares of £0.01 each;
 - (iv) 779,390 Deferred Shares of £0.01 each;
 - (v) 1,036,108 Series E Preferred Shares of £0.01 each;
 - (vi) 238,278 Z3A Shares of £0.01 each;
 - (vii) 238,278 Z3B Shares of £0.04 each; and
 - (viii) 197,554 Z4 Shares of £0.01 each; and
 - b. reducing the amount of its share premium account from £35,221,767.05 to zero.
- B. The Resolution was supported by a solvency statement (the "**Solvency Statement**", a copy of which is attached hereto) made under Section 643 of the Act for the purposes of Section 642 of the Act.

With regard to the above we hereby confirm that the Solvency Statement was:

- (a) made not more than 15 days before the date on which the Resolution was passed; and
- (b) provided to every eligible member (as defined at Section 289 of the Act) in accordance with Section 642(2) of the Act.

[Signature pages to follow]

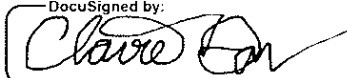
Company Number: 05591382

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Name of Director

Signature

Claire Davenport

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Dated: 15 October 2021

Peter Garran

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Dated:

Jesse Hertzberg

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Dated:

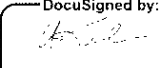
Alison Holmes

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Dated:

Michael Kumin

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Christian Teichmann

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Dated: 15 October 2021

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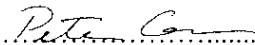
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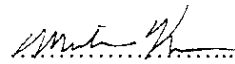
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