

Company number 06291776

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

JOHN DOE COMMUNICATIONS LIMITED (Company)

29 JANUARY.... 2021 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**2006 Act**), the directors of the Company propose that the following resolutions are passed, in the case of Resolution 1 as an ordinary resolution, and in the case of Resolutions 2 to 9 (inclusive) as special resolutions (together, the **Resolutions** and each a **Resolution**).

ORDINARY RESOLUTION

1. **THAT** the directors of the Company be authorised, pursuant to section 551 of the 2006 Act, to exercise all powers of the Company to issue and allot Ordinary Shares in the Company (subject to Resolutions 2 and 3 below being passed) up to an aggregate nominal amount of £14.00 to Lee Beattie and Pamela Scobbie (**Sellers**) pursuant to the terms of the Share Purchase Agreement attached to these Resolutions, provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after the passing of this Resolution.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the 2006 Act, the directors be generally empowered to allot relevant securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment.
3. **THAT**, further and in addition to Resolution 2, any and all pre-emption rights, whether derived from the Company's existing articles of association or otherwise, exercisable in relation to the allotment and issue of shares pursuant to Resolution 1 be and are hereby waived.
4. **THAT** the EMI Plan Rules in the form attached to these Resolutions be approved and adopted.
5. **THAT** the EMI Option Agreement in the form attached to these Resolutions be approved.
6. **THAT** the Agreement for Delivery of Shares for Options in the form attached to these Resolutions be approved.



7. **THAT** the name of the Company be changed to "John Doe Group Limited".
8. **THAT** the accounting reference date of the Company be changed to 31 January.
9. **THAT**, with effect from the conclusion of the meeting, the draft articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

AGREEMENT


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

The undersigned, being all the shareholders entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by



Rachel Bell

DocuSigned by:

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Magin Trewhella

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using the following delivery method:
 - a. **Email:** by attaching a scanned copy of the signed document to an email and sending it to rachel@hellobrandspanking.com. Please type "Written resolutions dated 29 January 2021" in the email subject box.
2. If you do not agree to all of 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 for the Resolutions to pass is received within 28 days of the Circulation Date, 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.