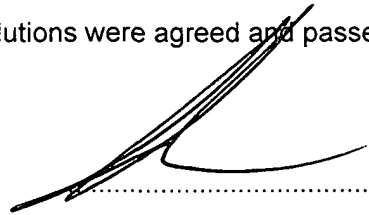


**NOTIFICATION REGARDING
SPECIAL RESOLUTIONS
of
Oomph Wellness Limited
(company number 07698774) (the Company)**

On 13 August 2020, the attached special resolutions were agreed and passed by members of the Company.

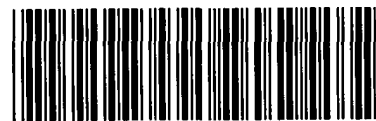
Signed by **Ben Allen**



.....

Director

WEDNESDAY



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#268

COMPANIES HOUSE

OOMPH WELLNESS LIMITED
(Company)

MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE
COMPANIES ACT 2006 (Act)

27 July 2020 (Circulation Date)

Passed 13 August 2020

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act, hereby AGREE and RESOLVE that in respect of resolutions 1, 2 and 3 below, that the same takes effect as if they have been passed as special resolutions of the Company at a general meeting duly convened and held:

Special Resolutions

1. **THAT** the articles of association of the Company be amended by inserting the following new article number 32:

"32 ASSET LOCK

- 32.1 Without the prior written approval of (a) each Investor and (b) the holders of 75% of the Shares, the Company shall not transfer any of its assets other than for full consideration.
- 32.2 Provided the condition in article 32.3 is satisfied, article 32.1 shall not apply to:
 - (a) the transfer of assets to any asset-locked body;
 - (b) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body;
 - (c) the payment of dividends in respect of shares in the Company;
 - (d) the distribution of assets on a winding up;
 - (e) payments on the redemption or purchase of the Company's own shares;
 - (f) payments on the reduction of share capital; and
 - (g) the extinguishing or reduction of the liability of shareholders in respect of share capital not paid up on the reduction of share capital.
- 32.3 The condition is that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in these Articles."

2. **THAT** the articles of association of the Company be amended by deleting the word "In" at the beginning of article 20.1 and replacing it with the following language:

"Subject to article 20.2, in"

3. **THAT** the articles of association of the Company be amended by inserting the following new article number 20.2:

Company Number: 07608774

"20.2 In the event the Company is wound up under the Insolvency Act 1986 and all of its liabilities have been satisfied, then any residual assets shall be given or transferred to any similar asset-locked body."

4. **THAT** the articles of association of the Company be amended by deleting the figure "50%" in article 22.1 and replacing it with the figure "51%".