

THE COMPANIES ACT 2006

Company No. **08489251**

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL WRITTEN RESOLUTION OF  
**DOWN YOUR HIGH STREET.COM LTD**  
("the Company")

Dated this 24 day of February 2021

WEDNESDAY



\*A9ZXZ7TD\*

A17

10/03/2021

#19

COMPANIES HOUSE

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolutions of the Company pursuant to s288 of the Companies Act 2006 and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

1. That, subject to the receipt of subscription monies from the relevant investors, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **107,745 A Ordinary Shares** and **444 B Investment Shares** in the Company.

2. That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **96,252 A Ordinary Shares**, for non-cash consideration, to the following persons in the following proportions, for their continued service to the Company:

**5,415 A Ordinary Shares** to Rob Gillies, which shall represent 0.25% of the total number of A Ordinary Shares in the Company;

**6,370 A Ordinary Shares** to Kevin Burgess, to maintain his 2.26952% shareholding percentage of the total number of A Ordinary Shares in the Company;

**6,498 A Ordinary Shares** to Steve Bedborough, which shall represent 0.30% of the total number of A Ordinary Shares in the Company;

**12,995 A Ordinary Shares** to Martin Newman, which shall represent 0.6% of the total number of A Ordinary Shares in the Company;

**21,658 A Ordinary Shares** to Nicholas Alan Shue, which shall represent 1% of the total number of A Ordinary Shares in the Company;

**21,658 A Ordinary Shares** to Kelvin Ferguson, which shall represent 1% of the total number of A Ordinary Shares in the Company; and

**21,658 A Ordinary Shares** to Cloud Fundamental Ltd, which shall represent 1% of the total number of A Ordinary Shares in the Company.

3. That, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **76,666 A Ordinary Shares** at nominal value, to the following persons in the following proportions:

**164 A Ordinary Shares** to Peter Cozens;

**164 A Ordinary Shares** to Chris Marsland;

**38,169 A Ordinary Shares** to Daniel Billy Whytock; and

**38,169 A Ordinary Shares** to Amanda Lowe.

4. The authority to allot further shares in the Company, detailed at resolutions 1, 2 and 3 above shall, unless renewed, varied or revoked by the Company, expire 6 months from the date of this resolution. The authority detailed at resolutions 1, 2 and 3 are in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
5. Resolution 1 shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.
6. That, subject to the passing of resolutions 1, 2 and 3 and in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolutions 1, 2 and 3 as if Article 5.2 of the Company's Articles of Association did not apply to any such allotment.

#### AGREEMENT

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

The undersigned, as persons entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions as indicated above:

Signed by: **DANIEL BILLY WHYTOCK** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

DocuSigned by:  
*Dan Whytock*  
83A0CE74E158449.....

2/23/2021

Signed by: **AMANDA LOWE** .....

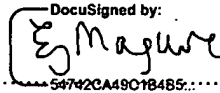
**an A Ordinary Shareholder of the  
Company**

Date: .....

DocuSigned by:  
*Amanda Lowe*  
8F4D759409184A7.....

2/23/2021

Signed by: **ELIZABETH MAGUIRE**

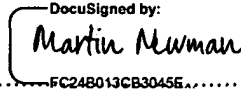
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an A Ordinary Shareholder of the  
Company

2/23/2021

Date:

Signed by: **MARTIN NEWMAN**

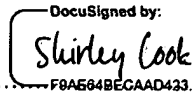
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an A Ordinary Shareholder of the  
Company

2/23/2021

Date:

Signed by: **SHIRLEY COOK**

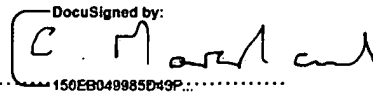
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an A Ordinary Shareholder of the  
Company

2/25/2021

Date:

Signed by: **CHRIS MARSLAND**

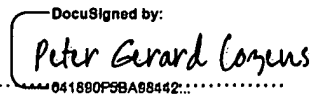
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an A Ordinary Shareholder of the  
Company

2/24/2021

Date:

Signed by: **PETER COZENS**

DocuSigned by:  
  
041890F9BA9B442...

an A Ordinary Shareholder of the  
Company

2/24/2021

Date:

Signed by: **PASIHAPAORI CHIDZIVA** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **KEVIN BURGESS** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **ROBBIE JACKSON-  
DOWNEY** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **DAVID FAIRBAIRN** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **STEVE BEDBOROUGH** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **PAUL TAYLOR** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **MARTIN HOBBS** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **MARK LIGHT** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **PAUL GOW** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **JAMES BURNS** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **OKECHUKWU MWIM** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

Signed by: **NIGEL TINGLE** .....

**an A Ordinary Shareholder of the  
Company**

Date: .....

## NOTES

1. Once you have indicated your voting intentions please sign and date this document and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to [dan@downyourhighstreet.com](mailto:dan@downyourhighstreet.com).

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.
3. Where, such date as is 28 days after the date of this resolutions, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before this date.