

Company number 08972125

RESOLUTIONS

OF

EXQUISITE RANGE LTD (COMPANY)

Passed on 22 September 2023

The following resolutions were duly passed as ordinary or special resolutions (as specified below) by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

1. Authority to Allot and Issue

That, in accordance with section 551 of the CA 2006, the directors of the Company for the time being be generally and unconditionally authorised to allot and issue:

- (a) 14,336,353 ordinary shares of £0.00001 each in the capital of the Company;
- (b) £100,000 8% convertible loan notes 2025 in the Company, pursuant to the terms of a convertible loan instrument (the terms of which are to be approved by the directors of the Company for the time being for and on behalf of the Company), permitting the noteholder to convert such loan notes into ordinary shares of £0.00001 each in the capital of the Company at a later date; and
- (c) up to 3,653,376 ordinary shares of £0.00001 each in the capital of the Company to the extent that the noteholder exercises its rights to convert the £100,000 8% convertible loan notes 2025 in the Company into ordinary shares of £0.00001 each in the capital of the Company (provided that such conversion takes place in accordance with the terms and conditions of the convertible loan note agreement, the form of which is to be approved by the directors of the Company for the time being for and on behalf of the Company),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date on which this Resolution is passed.

This authority revokes and replaces all unexercised authorities previously granted to the directors of the Company for the time being but without prejudice to any allotment or issue of shares made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. Disapplication of Pre-Emption Rights on Allotment and Issue

That, in accordance with article 5.2 of the articles of association of the Company ("**Articles**"), the directors of the Company for the time being be generally empowered to allot and issue New Securities (as defined in the Articles) pursuant to the authority conferred by Resolution 1, as if the pre-emption rights set out in articles 5.2 to 5.4 (inclusive) of the Articles did not apply.

3. Disapplication of Pre-Emption Rights on Transfer

That, in accordance with article 6.1 of the Articles, Farshad Hadj Kazemian may transfer 1,359,417 ordinary shares of £0.00001 in the capital of the Company without restriction and as if the pre-emption rights set out in article 6 of the Articles did not apply to such transfers.

Signed...
DocuSigned by:
FARSHAD KAZEMIAN
5184B1BDF77419...

Director