

Company Number: 09120252

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION OF

**YOPA PROPERTY LIMITED
(the Company)**

PURSUANT TO PART 13, CHAPTER 2 OF THE COMPANIES ACT 2006

DATE OF CIRCULATION: 6 June 2022

WRITTEN RESOLUTION

We, the undersigned, being the only members of the Company who, at the date of this Written Resolution, are entitled to attend and vote at general meetings of the Company, HEREBY PASS resolution 1 below as an ordinary resolution and resolution 2 below as a special resolution and agree that such resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

ORDINARY RESOLUTION

1. THAT pursuant to and in accordance with section 551 of the Companies Act 2006 (the Act), the directors of the Company are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company to such person and at such times and on such terms as they think proper, provided that:
 - (a) the maximum aggregate nominal amount of such securities which may be allotted under this authority (within the meaning of that section) is £30,000,000;
 - (b) (without prejudice to paragraph (a) above and paragraph (c) below) this authority shall be limited to the allotment by the Company of securities pursuant to the conversion of unsecured convertible loan notes constituted by an amended and restated loan note instrument executed by the Company on or around the date of circulation of this written resolution pursuant to which the Company constituted up to £6,240,000 convertible unsecured loan notes; and
 - (c) this authority shall, unless it is (prior to expiry) duly revoked or varied or is renewed, expire on 5 June 2027 save that the Company is hereby authorised, before such expiry, to make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this resolution has expired.

Such authority will apply in substitution for all previous authorities pursuant to section 551 of the Act. For the purpose of this resolution, the nominal amount of any securities shall be taken to be,

in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

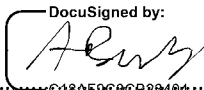
SPECIAL RESOLUTION

2. THAT the Company adopt new articles of association in the form attached to these Written Resolutions with immediate effect, such new articles of association to replace in their entirety the existing articles of association of the Company.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions by signing and dating this document below.

Signed by:

DocuSigned by:

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Alistair Barclay

6 June 2022

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Date

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Andrew Barclay

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Date

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Daniel Attia

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Date

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David Jacobs

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Date

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Authorised Signatory
For and on behalf of
Grosvenor Hill Ventures Limited

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Date

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Authorised Signatory
For and on behalf of
DMGV Limited

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Date

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Authorised Signatory
For and on behalf of
Catalina Limited

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Date

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Zoe O'Reilly

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Date

.....
Director
For and on behalf of
LSL Property Services plc

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Date

AGREEMENT

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Signed by:

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Alistair Barclay

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Andrew Barclay

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David Jacobs

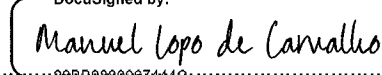
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Date

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Authorised Signatory
For and on behalf of
Grosvenor Hill Ventures Limited

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6 June 2022
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Date

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Authorised Signatory
For and on behalf of
DMGV Limited

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6 June 2022
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Date

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Authorised Signatory
For and on behalf of
Catalina Limited

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Date

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Zoe O'Reilly

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Date

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Director
For and on behalf of
LSL Property Services plc

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Date

NOTES

- (a) You can choose agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by either sending it by post to the Company's registered office or by hand delivering the signed copy to any one of the Company's directors or by sending a copy to any one of the Company's directors by email. If you do not agree to the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- (b) Once you have indicated your agreement to the resolutions and returned it to the Company, you may not revoke your agreement.
- (c) Unless, by the date 28 days after the date of circulation of this document sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before close of business on this date.
- (d) 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.