

Company No. 09631514

PRIVATE COMPANY LIMITED BY SHARES

COPY RESOLUTIONS

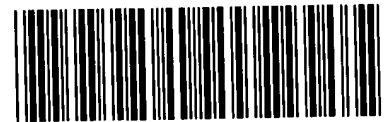
of

DIGME FITNESS LIMITED (the "Company")

(Registered in England and Wales under company number 09631514)

dated 28 June 2021

FRIDAY



\*AAF6S10R\*

A06

15/10/2021

#10

COMPANIES HOUSE

At a General Meeting of the Company held at 85 Gresham Street, London EC2V 7MQ on 28 June 2021 at 11 am the following resolutions were passed, in the case of resolutions 1 and 2, as ordinary resolutions, and in the case of resolution 3, as a special resolution of the Company:-

#### ORDINARY RESOLUTIONS

##### 1. Authority to Allot

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (or a duly constituted committee of the directors) (Directors) be generally and unconditionally authorised to allot up to 147,059 ordinary shares of £0.00025 each in the capital of the Company ) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

##### 2. Management Share Option Plan

THAT the Company be authorised to grant options under the terms of the Digme Management Share Option Plan (Plan) for the benefit of employees and executive directors of the Company over a maximum of 40,000 ordinary shares of £0.00025 each in the capital of the Company SAVE THAT shares granted under option which have been cancelled, lapsed or are no longer capable of being exercised shall not count towards such number of shares and the directors be authorised to do all acts and things necessary to establish the Plan on such terms as they think fit.

#### SPECIAL RESOLUTION

##### 3. Disapplication of Pre-Emption Rights

THAT, subject to the passing of resolution 1 (*Authority to Allot*) above and in accordance with section 570 of the CA 2006, the Directors shall be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1 as if article 15.2 of the articles of association of the Company and section 551 of the CA 2006 did not apply to any such allotment provided that this power shall:

- (i) be limited to the allotment of up to 14,708,000 equity securities of £0.00025); and
- (ii) expire on 31 December 2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

.....  
CHAIR