

Company number: 10648989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
SWEEP ONLINE LTD (the "Company")

Circulation date: 19 October 2022
Resolution passed on: 25 October 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the sole director of the Company proposes that the resolutions numbered 1, 2 and 3 below be passed as ordinary resolutions, and that the resolution numbered 4 below be passed as a special resolution.

ORDINARY RESOLUTION

1. **THAT**, in accordance with and for the purposes of section 551 of the 2006 Act, the sole director be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £79.4703 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the sole director may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. **THAT**, in accordance with and for the purposes of section 551 of the 2006 Act, the sole director be generally and unconditionally authorised to allot shares in the Company or grant Rights up to an aggregate subscription amount of £80,000.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the sole director may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
3. **THAT**, in accordance with section 239(2) of the 2006 Act, the Company hereby ratifies the sole director's breaches of:
 - (a) section 171 of the 2006 Act to act within their powers, by not obtaining shareholder approval to disapply statutory pre-emption rights of the Company's existing members under sections 561 and 562 of the 2006 Act prior to issuing and allotting further shares in the capital of the company; and
 - (b) section 1112 of the 2006 Act, by not maintaining accurate documents and filings with the Company registrar.



SPECIAL RESOLUTION

4. **THAT**, the pre-emption rights in section 561 of the 2006 Act and any rights of pre-emption in the Company's shareholders' agreement be disapplied in relation to any allotment of shares pursuant to the authority granted in resolution 1 and resolution 2.

AGREEMENT

The undersigned, which represent those shareholders entitled to vote on the resolutions on the circulation date, hereby irrevocably agree to the resolutions by signing below:

Signed by **BILLEL RIDELLE**

Billel Ridelle

Signed by **NADIA RIDELLE**

Nadia Ridelle

Signed by **SANTIAGO MONTIU**

Santiago Montiu

Signed by **YOANN BELMERE**

YB

Signed by **FABRON VENTURES**

Fabron Ventures

Signed by **THIBAUT POUTREL**

Thibaut Poutrel

Signed by **CHARLES HUBORT LE BARON**

CHLB

Signed by **CYRIL COTTU**

Cyril Cottu

Signed by **FLORENT NITU**

Florent Nitu

NOTES

1. If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

- **By hand:** delivering the signed copy to Buckworths Limited, 1-3 Worship Street, London, EC2A 2AB.
- **Post:** returning the signed copy by post to Buckworths Limited, 1-3 Worship Street, London, EC2A 2AB.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to mbuckworth@buckworths.com. Please enter "Written resolutions" in the e-mail subject box. Please also send original by post to Buckworths Limited, 1-3 Worship Street, London, EC2A 2AB.
- **Electronic Signature:** electronically sign the document by way of DocuSign or other electronic means.

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.

3. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

4. 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.

5. Unless by 28 days from the circulation date, sufficient agreement has been received for the resolutions to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.