

**Company number: 10654893**

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

- of -

**MYPOCKETSKILL LTD (the "Company")**

26 February 2023 (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 5 (inclusive) below be passed as ordinary and special resolutions (as indicated) (the "**Resolutions**").

**ORDINARY RESOLUTIONS**

1. That, subject to the passing of resolutions 2 and 3, the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £88.2485, provided that:
  - (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
  - (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the This authority is in addition to all subsisting authorities.
2. That, subject to the passing of resolution 3, the share capital of the Company be altered by the sub-division of 1,000,000 ordinary shares of £0.0002 each in the capital of the Company into 2,000,000 ordinary shares of £0.0001 each in the capital of the Company, such shares having the same rights and being subject to the same restrictions as set out in the New Articles (as defined below).

**SPECIAL RESOLUTIONS**

3. That 10,000 issued golden shares of £0.0002 each in the capital of the Company be re-classified as ordinary shares of £0.0002 each, such shares having the rights and being subject to the restrictions set out in the articles of association.
4. That the articles of association contained in the document attached to these Resolutions (the "**New Articles**") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

5. That, subject to the passing of resolutions 1 to 4 above, the directors of the Company be generally empowered pursuant to section 570 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 above as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company and article 11.2 of the New Articles (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).

## AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

**SIGNED by**  
**MATTHEW EDMUND HARKER**

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Signature

**SIGNED by**  
**ZARA RANSLEY**

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Signature

## NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company by DocuSign.
2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
5. 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.
6. 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.