

PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions

of

CMOSTORES GROUP LIMITED (the "Company")

Company No. 10710953

Passed on 11 June 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the following resolutions were passed as special resolutions (the "**Resolutions**") on 11 June 2021:-

Redesignation of Share Capital

1. THAT, the share capital of the Company be reorganised by redesignating the following shares as deferred shares of £0.01 each in the capital of the Company:
 - a. 50 C ordinary shares of £0.01 each, 500 D ordinary shares of £0.01 each and 50 F ordinary shares of £0.01 each held by Key Capital Partners (Nominees) Limited;
 - b. 9 ordinary C shares of £0.01 each, 150 E shares of £0.01 each and 50 F ordinary shares of £0.01 each held by Christopher Dorey;
 - c. 9 ordinary C shares of £0.01 each, 150 E shares of £0.01 each and 50 F ordinary shares of £0.01 each held by Adrian Saunders;
 - d. 9 ordinary C shares of £0.01 each, 150 E shares of £0.01 each and 50 F ordinary shares of £0.01 each held by Callum Tasker; and
 - e. 136 ordinary E shares held by Dean Murray,
each having the rights set out in the new articles of association to be adopted by the Company pursuant to Resolution 4 below.

Allotment of Shares

2. THAT, in accordance with section 551 of the CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot the following shares in the Company up to an aggregate nominal amount of £2.79 as follows:
 - a. 260 C ordinary shares of £0.01 each; and
 - b. 19 D ordinary shares of £0.01 each,

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

This authority is in addition to any unexercised and unexpired authorities previously granted to the Directors.

Disapplication of pre-emption rights

3. THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities pursuant to the authority conferred by resolution 2 together with any unexercised and unexpired authorities previously granted to the Directors; and
 - b. expire on the fifth anniversary of the date hereof unless renewed, varied or revoked by the Company prior to or on that date.

Adoption of Articles

4. THAT the regulations contained in the document appended to this written resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

Director

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