

Switchels Limited

("Company") No: 11222067

Minutes of a meeting of the board of directors of the Company telephonically held on
February 14, 2022 at 2 pm

PRESENT	
John ("Jack") Philip Hollihan III	Director
Matthew Shaw Jukes	Director

FRIDAY



ABUM9SKY

A17 06/01/2023 #7
COMPANIES HOUSE

A15 19/12/2022 #47
COMPANIES HOUSE

1) Chairperson

John Philip Hollihan III was appointed chairperson of the meeting.

2) Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

3) Interests in proposed transactions and/or arrangements with the Company

- a) Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 ("CA 2006") and the Company's articles of association.
- b) It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested.

4) Business of the meeting

The chairperson reported that it was a condition of the investment round carried out via the crowdfunding platform operated by Crowdcube Capital Limited ("Crowdcube") that the Company put in place a new capital structure and so the business of the meeting was to consider and, if thought fit, approve:

- a) the circulation of a written resolution ("**Written Resolution**") to obtain certain shareholder approvals in connection with a proposed allotment of new shares in the Company, namely to:
 - i) adopt new articles of association ("**New Articles**");
 - ii) subdivide the existing issued shares of £0.1 each to shares of £0.001 each;
 - iii) authorise the directors to allot shares up to an aggregate nominal amount of £117.72; and

- iv) disapply the statutory pre-emption rights under section 561 of the CA 2006 in relation to the proposed allotment of shares; and
- b) subject to the receipt of the relevant subscription monies, the proposed allotment and issue of shares to Crowdcube Nominees Ltd and the persons referred to in the investor list raised by Crowdcube and sent by Crowdcube to the Company on 09/02/2022 ("**Crowdcube Investors**") of the shares applied for by them respectively ("**Proposed Allotment**").

5) Approval and circulation of Written Resolution

- a) After careful consideration of the Written Resolution, **IT WAS RESOLVED:**
 - i) that the Written Resolution would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA 2006;
 - ii) to approve the Written Resolution in the form produced to the meeting; and
 - iii) to send the Written Resolution to every eligible member of the Company and to any auditors.
- b) The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company and any auditors. The meeting reconvened whereupon the chairperson reported that the Written Resolution had been passed.

6) Allotment and issue of shares

After careful consideration, **IT WAS RESOLVED:**

- a) that the Proposed Allotment would promote the success of the Company for the benefit of its members as a whole having regard (amongst other matters) to the factors set out in section 172(1) of the CA 2006;
 - b) on receipt of their subscription monies, to allot and issue to the Crowdcube Investors credited as fully paid;
 - c) that should any of the Crowdcube Investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor or the Crowdcube Nominee and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as the original;
 - d) to issue share certificates to all the new investors, including Crowdcube Nominees LTD;
 - e) to authorise any of the directors of the Company to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in connection with the Proposed Allotment and generally to sign all such certificates, notices and other
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documents as may be necessary or desirable in connection with the Proposed Allotment, subject in each case to such amendments as those executing the same on behalf of the Company consider fit; and

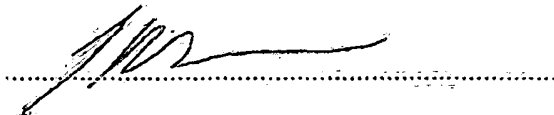
- f) to authorise the company secretary or any director of the Company to arrange for the relevant documents to be filed at Companies House and the register of members of the Company updated.

7) Filing

The chairperson gave instructions for all necessary and appropriate entries in the books and registers of the Company to be made and for the necessary forms and documents to be filed at Companies House.

8) Close

There was no further business and the chairperson declared the meeting closed.



John ("Jack") Philip Hollihan III