

**Company No. 11237539**

**THE COMPANIES ACT 2006**

Written resolutions of the shareholders of

**ON PURPOSE GROUP LTD ("Company")**

**14 March 2024**..... (the "**Circulation Date**")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**Act**"), resolutions 1 and 2 below shall be passed as ordinary resolutions and resolutions 3, 4 and 5 below shall be passed as special resolutions (the "**Resolutions**");

**1. AUTHORITY TO ALLOT NEW ORDINARY SHARES**

THAT, subject to the passing of resolution 3 below, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot additional new ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £1.217 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1 December 2025, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot the shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

**2. RE-DESIGNATION OF SHARES**

THAT, subject to the passing of resolution 4 below and the adoption of the New Articles (as defined in resolution 4 below), 1,225 ordinary shares of £0.001 each in the capital of the Company held in the name of Emma Swain be re-designated into 1,225 deferred shares of £0.001 each in the capital of the Company, 408 ordinary shares of £0.001 each in the capital of the Company held in the name of Cary Wakefield be re-designated into 408 deferred shares of £0.001 each in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles.

**3. DISAPPLICATION OF PRE-EMPTION RIGHTS ON ALLOTMENT**

THAT, in accordance with section 570 of the Act, the director(s) be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment.

**4. DISAPPLICATION OF PRE-EMPTION RIGHTS ON TRANSFER**

THAT, any and all pre-emption rights to which the shareholders may be entitled howsoever arising (including but not limited to article 10 of the Company's articles of association from time to time or the Act) in respect of the transfer and registrations by the Company of Amanda Hill transferring:

- (i) 574 ordinary shares of £0.001 each in the capital of the Company to Nicole Vollebregt;
  - (ii) 569 ordinary shares of £0.001 each in the capital of the Company to India Dale Hill; and
  - (ii) 569 ordinary shares of £0.001 each in the capital of the Company to Aldous Heaf,
- be and are hereby disapplied.

**5. NEW ARTICLES OF ASSOCIATION**

THAT, the draft articles of association attached to these resolutions be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association (the "**New Articles**").

## AGREEMENT

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

By order of the board of directors:

DocuSigned by:

*Jo Sermon*

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Name: **JOANNE LESLEY SERMON**