

Company Number: 11431168  
Ordinary and Special Resolutions  
Of  
MYWARDROBE HQ (the “Company”)  
Passed on 29 March 2024

Resolution 1 below was duly passed an ordinary resolution and resolutions 2, 3, and 4 below were duly passed as special resolutions (together, the “**Resolutions**”, with each being a “**Resolution**”) on 29/03/2024 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the “**Act**”).

### **Ordinary Resolutions**

#### **Appointing Director**

1. Whereas, pursuant to Section 167 of the Companies Act 2006, the Board of Directors of the Company has determined that it is in the best interest of the Company to appoint a new director to the Board. Be it resolved that Coralie Baraer Panazza be appointed as a director of the Company, effective 01/04/2024. The Board of Directors is hereby authorized and directed to take all necessary actions to effectuate the appointment of Coralie Baraer Panazza, including the filing of any required documents with Companies House and updating the Company's records accordingly.
2. That the existing ordinary shares of £0.10 each in the capital of the Company be and hereby are redesignated as Ordinary B Shares carrying such rights and restrictions as are set out in the articles of association of the Company as amended by the Special Resolution.

### **Special Resolutions**

#### **Amending Articles**

Pursuant to section 21 of the Act, the Company’s article of association be amended per 3, 4, and 5 and the regulations contained within the draft articles of association attached to this resolution, and initialled by a director of the Company for identification, be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

3. The following definitions in the articles of association shall be amended as follows:
  - a. At the next fundraising round the Company may renew its share option plan or plans (or other award scheme) pursuant to which options over up to 5% of issued Shares in the capital of the Company.
  - b. Observer sits on the board but does not have the core powers of other full board members.
  - c. Shareholder consent for any decision that requires the consent of Shareholders, at least 50% of the Shareholders who hold Shares worth a nominal value must provide written consent. To remove or replace a Director, the consent of Shareholders who hold Shares

worth at least 80% of the nominal value of all Shares held by the Shareholders is required in writing.

- d. means shares in the company for the avoidance of doubt clause 23 has not to this date been executed, all shares issued are of one class.
4. The removal of the Founder director definition in the articles of association.
5. The following clauses in the articles of association shall be amended as follows:
- e. 11.2 the quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.
  - f. 18.4 An observer seat shall be established on the board, and one individual shall be appointed to this position.
  - g. 25.8 The Award Pool is not subject to Article 25 pre-emption rights concerning the issuance of new shares; rather, it is only subject to Article 26 pre-emption rights regarding the transfer of shares.
  - h. Removal of all reference to 'A', 'B', 'C' Shares; at the date of adoption of these Articles, all shares have been redesignated as "Ordinary B" shares as outlined in the cap table.

Director: Tina Lake

Date: 29/03/2024