

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HARVEY NASH GROUP HOLDINGS LIMITED


(Company)

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company for this purpose, representing not less than 50% of the total voting rights of all eligible members, signify our agreement to and pass the following written resolution (**Resolution**) as an ordinary resolution of the Company.

ORDINARY RESOLUTION

That the directors are generally and unconditionally authorised pursuant to section 551 of the CA 2006 and otherwise to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (**Allotment Rights**), but so that:

- (a) the shares that may be allotted or made the subject of Allotment Rights under this authority shall be 10,000,000 ordinary shares of £0.00001 each, with a maximum aggregate nominal value of £100;
- (b) this authority shall expire on the fifth anniversary of the date on which the Resolution is passed;
- (c) the Company may make an offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights 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 authority conferred by this resolution has expired; and
- (d) all unexercised authorities already vested in the directors as the date of the Resolution to allot or grant Allotment Rights are revoked.


Signature:

Name: David Morrison

Signed for and behalf of

The Power of Talent Kartanesi Limited

Date: 20 October..... 2020