

Written Resolutions of Kind Bag Ltd

**Company Number 11836389
(the "Company")
A private company limited by shares**

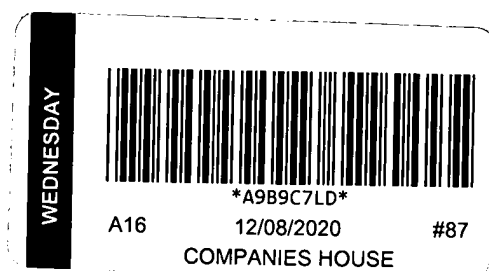
27 July 2020

Pursuant to Part 13, section 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION(S)

1 SUB-DIVISION OF ENTIRE ISSUED SHARE CAPITAL

The 18 existing issued shares of £0.01 each in the capital of the Company be sub-divided into 1,800,000 shares of £0.0000001 each in the capital of the Company, such shares to have the rights and be subject to the restrictions set out in the articles of association of the Company.



NOTES

- 1 You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
- 2 If you agree to all of the resolutions, please indicate your agreement by electronically signing this document on SeedLegals.
- 3 If you do not agree to the resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 5 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority.

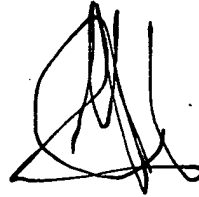
AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on 27 July 2020, hereby irrevocably agrees to the above resolution.



James Cadbury



Maria Rodriguez

KIND BAG LTD

Company Number: 11836389
(the "Company")

Resolutions in writing of the directors

We, being all the Directors, of the Company:

Declaration of Interest

1. NOTE THAT James Cadbury and Maria Jose Del Castillo Rodriguez had declared their interest in the matter detailed in paragraph 2. It was further noted that, having declared their interest, James Cadbury and Maria Jose Del Castillo Rodriguez was permitted by the Company's articles of association and in accordance with s177 of the Companies Act 2006 to consider and vote upon the matter.

Application of Shares

2. NOTE THAT an application had been received for the allotment of 8 Ordinary Shares of £0.10 each from Maria Jose Del Castillo Rodriguez, together with the relevant remittance.

Waiver of Pre-emption Rights

3. NOTE THAT the Members of the Company had passed a Special Resolution, as proposed by the Directors, waiving their right to pre-emption on the allotment of the 8 Ordinary Shares of £0.10 each.

Allotment of Shares

4. RESOLVE THAT pursuant to the authority conferred upon the directors by the articles of association, the said application be and is hereby approved and that the said shares be allotted to the applicant.
5. RESOLVE THAT any two directors, or one director and the company secretary, or one director in the presence of a witness, be authorised to issue the appropriate share certificate to the allottee signed on behalf of the Company.
6. RESOLVE THAT the names of the allottee be entered onto the Company's Register of Members, and that the form SH01 be submitted with the Registrar of Companies.



James Cadbury
Director
Date:



Maria Jose Del Castillo Rodriguez
Director
Date:

KIND BAG LTD

Company Number: 11836389
(the "Company")

Private Company Limited by Shares
The Companies Act 2006

Written Resolution of the eligible Members of the Company, proposed by the Directors

We, the undersigned, being the required majority of eligible Members of the Company resolve:

Special Resolution

DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT the provisions of section 561 of the Companies Act 2006 shall not apply to the issue of 8 Ordinary Shares of £0.10 each provided such allotment shall take place within 12 months of the date of this resolution.



James Cadbury

Date:



Maria Jose Del Castillo Rodriguez

Date:

KIND BAG LTD
Company Number: 11836389
(the "Company")

Procedure of the Members Written Resolution

About the Written Resolutions

Written resolutions may be passed as ordinary or special resolutions. The former of which requires a simple majority of the eligible voting members to agree, whilst a special resolution requires three quarters of the eligible voting members to agree.

Agreeing to the Resolution

Please signify your agreement to those resolutions which you do agree to by signing against your name where indicated and entering the date on which you signed the document. If you return the document signed, but undated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.

You should also add your initials next to each Resolution you agree to. If you do not add your initials, it will be assumed that you agree to all the resolutions being passed.

Once completed, you should return the document to the Company at KIND BAG LTD, Studio 17 6-16 Arbutus St, Excel Building, London, United Kingdom, E8 4DT.

If you do not agree to any of the resolutions, then no further action is necessary.

Expiration

If not passed by the requisite majority of the total voting rights of eligible members, these written resolutions shall lapse in 28 days.

resolutions shall lapse in 38 days.
If not passed by the requisite majority of the total vote of eligible members, these will then

Expiry

If you do not agree to any of the resolutions, then no further action is necessary.

At present 21, Essex Building, London, United Kingdom, 28-701

Once completed, you should return the document to the Combank at KILID BAY (LTD) Studio 1A & 1B

It will be assumed that you agree to all the resolutions being passed.

You should also add your name next to each resolution you agree to. If you do not add your name, the

the day immediately preceding the day on which it was received by the Combank

document signed, not changed, it will be assumed by the Combank that you signed the document on

the date indicated and not the date on which you signed the document. If you return the

blank sheet, you are assumed to agree to those resolutions which you do agree to by signing and just your

signature to the resolutions

Members of the eligible voting members to elect

eligible majority of the eligible voting members to elect, subject to the election of the five

Members of the eligible voting members to elect, subject to the election of the five

(the "Combank")

Combank Number: 17830 323

KILID BAY LTD