

COMPANY NUMBER: 11920170

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

Written resolution OF

LIZZIE LOVES (LONDON) LIMITED

(the Company)

FRIDAY



The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as ordinary and special resolutions (as indicated) on 12 May 2022:

Ordinary Resolution

1. THAT the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to an aggregate nominal amount of £12,096.774.

and this authority shall:

- (a) expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) five years after the date on which this resolution is passed, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
- (b) apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in addition to all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006 and the articles of association of the Company (**Articles**) to the extent they are unused.

Special Resolutions

2. THAT, subject to the passing of resolution 1, the directors be empowered pursuant to article 21.2 of the Articles to allot shares pursuant to the general authority conferred on them by resolution 1 as if the pre-emption provisions set out in article 21 of the Articles did not apply to any such allotment.
3. THAT the shareholders agreement made between (1) Elizabeth McCarthy, (2) Elizabeth Garton and the Company on 2 April 2019 relating to the exercise of the shareholders rights in relation to the Company be amended to reflect the fact that Elizabeth McCarthy shall no longer be considered a "Founder" of the Company or be entitled to the associated founder