

**MAMI WATA INTERNATIONAL LIMITED**

**Company No. 12462081**  
(the “**Company**”)

**WRITTEN DECISIONS OF THE SOLE DIRECTOR**

Resolutions of Peter Wright (the “**Sole Director**”), the sole director of the Company, passed on  
.....13.11.2020..... 2020 at Unit 2 41 Wenlock Road, Royale Studios, London, England, N1 7SG.

**1. DECLARATION OF INTEREST**

The Sole Director declared the nature and extent of any interests in the matters to be considered, in accordance with the requirements of chapter 2 and chapter 3 of part 10 of the Companies Act 2006 (the “**Act**”). It was noted that as Sole Director, his interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

**2. MATTERS TO BE CONSIDERED**

- 2.1 The Sole Director reported that the Company was to enter into a share sale agreement (the “**Share Sale Agreement**”) pursuant to which the Company would acquire the legal and beneficial interest in the entire issued share capital of Mami Wata Limited (the “**Shares**”) to create a new group structure (the “**Share Purchase**”). In consideration for the Shares, the Company would, on completion of the Share Purchase (“**Completion**”) issue to each of the selling shareholders one share in the capital of the Company for each of the Shares transferred by such selling shareholder (“**New Shares**”).
- 2.2 The Sole Director noted that the statutory right of pre-emption contained in sections 561 and 562 of the Companies Act 2006 (the “**Act**”) would to apply in relation to the allotment of New Shares would need to be dis-applied to affect the Share Purchase and that this would be done by written resolution (“**Written Resolution**”), signed by the Sole Director as sole member of the Company.
- 2.3 It was noted that the Sole Director, pursuant to section 550 of the Act had the necessary authority to allot the New Shares as the Company is a limited company with one class of shares.
- 2.4 The Sole Director also noted that the Company, on Completion, would adopt new articles of association (the “**New Articles**”), approved in the Written Resolution.
- 2.5 The Company would also, on Completion, appoint the following individuals as directors of the Company:
- a) Nick Dutton;
  - b) Andy Davis;
  - c) Tilly Dutton; and
  - d) Peet Pienar,

(together, the “**New Directors**”)

- 2.6 Finally, on Completion, the Company would adopt a shareholders’ agreement between the Company and the holders of the New Shares (the “**Shareholders’ Agreement**”).

### **3. DOCUMENTS**

- 3.1 The following documents were considered by the Sole Director:

- (a) the Share Sale Agreement;
- (b) the New Articles;
- (c) the Written Resolution; and
- (d) the Shareholders’ Agreement.

### **4. RESOLUTIONS**

After careful consideration of the matters above, as well as of his duties under Chapter 2 of Part 10 of the Act, the Sole Director was of the opinion that the registration by the Company of the Share Purchase and other matters were likely to promote the success of the Company for the benefit of its members as a whole, and accordingly IT WAS RESOLVED, following the passing of the Written Resolution:

- (a) that the Share Purchase be and is hereby approved;
- (b) to enter into the Share Sale Agreement;
- (c) to issue and allot the New Shares;
- (d) to update the Company’s Register of Members in order to register the Sole Director as the holder of the Sale Shares, in accordance with section 771 of the Act;
- (e) to prepare a share certificate in respect of the New Shares and arrange for the share certificate to be executed by the Company in accordance with section 44 of the Act and delivered to the Company; and
- (f) that any director of the Company from time to time (in the presence of a witness in the case of a document required to be executed as a deed) be authorised to do all such acts and things and agree and execute on behalf of the Company all other documents as may be required in connection with the matters authorised above and generally to sign all such certificates, notices and other documents as may be necessary or desirable in connection with the same, subject in each case to such amendments as such director shall consider fit.

### **5. FILING**

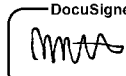
The Sole Director noted that appropriate persons would be authorised to make all necessary and appropriate entries in the books and registers of the Company in relation to the matters

considered and to arrange for all filings to be effected with the Registrar of Companies, including:

- a) a Form SH01 in respect of the allotment of the New Shares;
- b) the Written Resolution;
- c) the New Articles;
- d) Forms AP01 to appoint the New Directors; and
- e) Form PSC04 and Form PSC07 to update the Register of Persons with Significant Control following Completion.

**6. CLOSE**

The Sole Director acknowledged that there was no further business.

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**Sole Director**  
Peter Wright

**COMPANY NUMBER 12462081**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**MAMI WATA INTERNATIONAL LIMITED ("Company")**

13.11

**2020**

Under Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the sole director of the Company propose that the following resolutions set out below passed the following resolutions and the eligible member of the Company passed as special resolutions written resolutions as detailed below (the "**Resolutions**").

**SPECIAL RESOLUTIONS**

1. THAT the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
2. THAT, subject to the passing of resolution 4, in accordance with section 570 CA 2006, the directors of the Company be empowered to allot equity securities (as defined in section 560 CA 2006), as if section 561(1) CA 2006 and any other provision of pre-emption in the Company's articles of association or otherwise did not apply to such allotment.


**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 Resolutions, hereby irrevocably agrees to the Resolutions:

Signed by

Date

DocuSigned by:  
  
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Peter Wright  
13/11/2020

## 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. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand or using the following delivery method:

E-mail: by attaching a scanned copy of the signed document to an e-mail.

If you do not agree to all of the Resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by 28 days after the circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. 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 when returning this document.