

Company Number: 12717398

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF

TOPCO KORU LIMITED

Circulation Date: 17 November 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of Topco Koru Limited (**Company**) propose that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (**Resolutions**).

Ordinary Resolution

1. **THAT**, in accordance with section 551 of the CA 2006, the directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**):
 - 1.1. in the case of C ordinary shares of £0.001 each in the capital of the Company (**C Shares**) having such rights being subject to such restrictions as set out in the New Articles (as defined in Resolution 2 below), up to an aggregate nominal amount of £6,000; and
 - 1.2. in the case of E ordinary shares of £0.001 each in the capital of the Company (**E Shares**) having such rights being subject to such restrictions as set out in the New Articles (as defined in Resolution 2 below), up to an aggregate nominal amount of £3,000,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this written Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with sections 550 or 551 of the CA 2006.

Special Resolutions

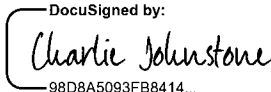
2. **THAT** the draft articles of association attached to this Resolution be approved and adopted as the articles of association of the Company (**New Articles**) in substitution for, and to the exclusion of, the Company's existing articles of association.
3. **THAT** the rights of pre-emption contained in article 14 of the existing articles of association of the Company adopted on 13 July 2020 and article 14 of the New Articles be waived for the

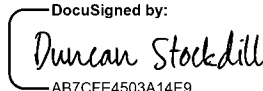
purposes of the allotment or grant rights to subscribe for or to convert any security into E Shares up to an aggregate nominal amount of £3,000.


AGREEMENT

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions.

Signed:  18-Nov-2022
Dated:
.....
for and on behalf of Newlands
Capital 1 LLP

Signed:  18-Nov-2022
Dated:
Duncan Stockdill

Signed:  21-Nov-2022
Dated:
Phillip Haines

Notes

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to Kuit Steinart Levy LLP, 3 St Mary's Parsonage, Manchester M3 2RD, marked for the attention of Kate Gledhill.
 - **Post:** returning the signed copy by post to Kuit Steinart Levy LLP, 3 St Mary's Parsonage, Manchester M3 2RD, marked for the attention of Kate Gledhill.
 - **By email:** returning the signed copy by email to kategledhill@kuits.com.

If you do not agree with 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, within 28 days of the Circulation Date, sufficient agreement has been 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.
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.