

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

122 IDEAS LIMITED (CRN: 12979583) (the "Company")

Passed on 2 March 2022

The following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by a requisite majority of the members of the Company

ORDINARY RESOLUTION

1 THAT, in accordance with section 618 of the Companies Act 2006, the 16,700 ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 1,068,800 ordinary shares of £0.00015625 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.

SPECIAL RESOLUTION

2 THAT, the draft articles of association ("New Articles") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

SPECIAL RESOLUTION

3 THAT the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) as though any applicable pre-emption provisions contained in the Company's existing Articles of Association, the New Articles, or the Shareholders' Agreement dated 6 October 2022 between (1) the Company and (2) the Shareholders (as defined therein) do not apply to any such allotment, provided that this power shall: **(a)** be limited to the allotment of equity securities equal to 309,904 ordinary shares of £0.00015625 each in the capital of the Company; and **(b)** expire on the fifth anniversary of the date of this resolution, (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority replaces any previous disapplication of pre-emption rights by the Company provided that, to the extent an offer or agreement which would or might require equity securities to be allotted was made pursuant to any such previous disapplication, the Directors may allot such equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by that previous disapplication has been replaced.

Charles Cohen

Director