

**Company No. 14207528**

**Written Resolutions of FF Ohana Limited (the "Company")**

**Circulation Date:** 15 August 2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), it is proposed that the following resolutions (together the "**Resolutions**") be passed:

**Special resolution**

1. THAT, the Company's existing articles of association be removed in their entirety and substituted for the new articles of association attached to this resolution.

**Ordinary resolution**

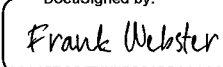
2. THAT the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company provided that:
  - a. the maximum nominal amount of shares that may be allotted under this authorisation is £3.70 and for this purpose shares allotted pursuant to rights to subscribe or convert granted under this authorisation are treated as shares allotted under it; and
  - b. this authorisation shall, unless previously revoked by the Company, expire on the fifth anniversary of the circulation date of these Resolutions, save that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted (or rights to be granted) after such expiry and the directors of the Company may allot shares (or grant rights) in pursuance of any such offer or agreement as if this authorisation had not expired, and all subsisting authorisations for the purposes of section 551 of the Act are revoked.

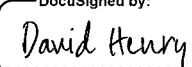
**Special Resolution**

3. THAT subject to Resolution 2 above being approved, the directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (as defined in the Act) pursuant to the authorisation conferred by Resolution 2 above as if section 561 of the Act did not apply to the allotment, such power to cease to have effect on the expiry of that authorisation save that the Company may before the expiry of that authorisation make an offer or agreement which would or might require equity securities to be allotted after the expiry of that authorisation and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired.

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, each being an "eligible member" (as defined in section 289 of the Act) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:

DocuSigned by:  
  
.....  
5EC817C688834BD...  
For and on behalf of  
**Founders Factory Retail Limited**  
15 August 2022

DocuSigned by:  
  
.....  
80D59BD60AB149f...  
**David Henry**  
15 August 2022

**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 using one of the following methods:  
  
**By hand:** delivering the signed copy to David Henry at c/o Founders Factory, Northcliffe House, London, W8 5EH  
  
**Post:** returning the signed copy by post to David Henry at c/o Founders Factory, Northcliffe House, London, W8 5EH  
  
**Email:** attaching a scanned copy of the signed document to an email and sending it to david.henry@joinohana.io.
2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the date which is 28 days from on the circulation date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.

## **Annex 1 - New Articles of Association**