

WRITTEN RESOLUTION OF MEMBERS

of

FC LABORATORIES LTD

(Company no. SC643598)

Date: 30/03/2021

We, the undersigned, being the members of the Company entitled to vote on these resolutions as at the date of circulation, irrevocably agree to the following resolutions of the Company, having effect in the case of resolutions 1, and 2 as ordinary resolutions and in the case of resolutions 3 and 4 as special resolutions (together the “**Resolutions**”), in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006 (the “**Act**”):

IT WAS RESOLVED THAT:

ORDINARY RESOLUTION

1. The one ordinary share of £1 each in the issued share capital of the Company be sub-divided into 100,000 ordinary shares of £0.00001 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 £1 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. In accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £500.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of this 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.

SPECIAL RESOLUTIONS

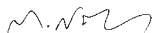
3. Subject to the passing of Resolutions 1, and 2, and in accordance with section 570 of the Act, the director of the Company be generally empowered to allot equity securities (as defined in section 560 of CA2006), as if section 561(1) of the Act and any other provision of pre-emption in the Company's Articles of Association or otherwise did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £500.00
 - (b) expire on the date of the first 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.

4. That having considered same, the new Articles of Association, dated for reference 31/03/2021 attached to this written resolution, are hereby agreed and adopted with immediate effect.

AGREEMENT

The undersigned, being the shareholders of the Company on the date of circulation of the Resolutions, hereby irrevocably agrees to the above Resolutions:

Signed by Mathew Norbury


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Date

31 March 2021
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