

Company number: 03657539

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LEGEND BRANDS EUROPE HOLDINGS LIMITED

(the "**Company**")

Circulated on 21 March 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 be passed as special resolutions and resolutions 3 and 4 as ordinary resolutions (together, the "**Resolutions**"):

SPECIAL RESOLUTIONS

1. "**THAT** the articles of association of the Company be and hereby are amended by deleting all provisions of the Company's memorandum of association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's articles of association."
2. "**THAT** the articles of association attached to this written resolution be and hereby are approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company."

ORDINARY RESOLUTIONS

3. "**THAT**, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (*SI 2008/2860*), the directors be given the authority to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550

of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.”

4. “**THAT**, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors are hereby given authority to authorise matters which give rise, or may give rise, to an actual or potential conflict of interest for the purposes of section 175 of the Companies Act 2006.”

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:



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for and on behalf of

LEGEND BRANDS, INC.

Dated: 21 March 2023

NOTES

1. If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolutions, you do not need to do anything: 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 sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.