

COMPANIES HOUSE COPY

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

NOTONTHEHIGHSTREET ENTERPRISES LTD

(the "**Company**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Dated 15 October 2021

By a written resolution of the sole member of the Company made on the above date pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions, to have effect as special resolutions, were passed as if the same had been duly agreed and passed by the Company in general meeting:

Special Resolution

4. THAT the share capital of the Company be reduced by cancelling and extinguishing the following shares of the Company (which are all held by Upminster Bidco Limited):
- i) 230,041 A1 Ordinary Shares of £0.01 each;
 - j) 708,821 A2 Ordinary Shares of £0.01 each;
 - k) 522,901 B Ordinary Shares of £0.01 each;
 - l) 779,390 Deferred Shares of £0.01 each;
 - m) 1,036,108 Series E Preferred Shares of £0.01 each;
 - n) 238,278 Z3A Shares of £0.01 each;

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- o) 238,278 Z3B Shares of £0.04 each; and
- p) 197,554 Z4 Shares of £0.01 each,

and the amount by which the share capital is so reduced be credited to a reserve.

5. THAT the share premium account of the Company be reduced by £35,221,767.05 from £35,221,767.05 to £0.00 and the proceeds be credited to a reserve.
6. THAT the articles of association attached to these resolutions and marked as Exhibit A for the purposes of identification (the "**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.

[Exhibit A follows the signature page]