

COMPANY NUMBER: 07002732

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

HARDLYEVER LIMITED (THE COMPANY)

Circulation Date:07 July.....2022

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), the directors of the Company propose that the resolutions below be passed as ordinary resolutions and special resolutions by the shareholders (each a **Resolution**, together the **Resolutions**).

ORDINARY RESOLUTION

AUTHORITY OT ALLOT

1. **THAT**, subject to section 551 of the Act, the directors of the Company (the **Directors**) be generally and unconditionally authorised to allot up to 30,000,000,000 shares of £0.0001 each (**Shares**) in the capital of the Company, up to an aggregate nominal value of £3,000,000, each having the respective rights and subject to the respective restrictions set out in the articles of association of the Company (the **Articles**), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require the Shares to be allotted and the Directors may allot Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

REDESIGNATION OF A ORDINARY SHARES

2. **THAT**, in accordance with section 636 of the Act, all of the A Ordinary shares of £0.0001 each in the capital of the Company be converted to Ordinary shares of £0.0001 each in the Company, having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 4 below.

SPECIAL RESOLUTIONS

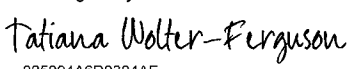
DISAPPLICATION OF PRE-EMPTION RIGHTS ON ISSUE AND ALLOTMENT

3. **THAT**, subject to the passing of Resolution 1, the Directors be generally empowered to allot Shares pursuant to the authority conferred by Resolution 1, as if any and all pre-emption rights howsoever arising (including without limitation, under the Articles) did not apply to any such allotment, provided that this power shall:

- 3.1. be limited to the allotment of Shares up to an aggregate nominal amount of £2,000,000; and
- 3.2. expire on the fifth anniversary of the Circulation Date (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 Shares to be allotted and the Directors may allot Shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

ADOPTING NEW ARTICLES

4. **THAT**, the articles of association attached this written resolution be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

DocuSigned by:

826094A6D9804AF.....

Tatiana Safia Valentina Wolter-Ferguson

Director