

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ONE REBEL LTD

WRITTEN RESOLUTION OF THE MEMBERS

CIRCULATION DATE: ²⁸ March 2022 (the Circulation Date)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (Act) the directors of One Rebel Ltd (the Company) propose that Resolution 1 is passed as an ordinary resolution, and Resolution 2 is passed as a special resolution (the Resolutions).

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the directors of the Company be and are hereby unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £132,144.02; provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date on which these Resolutions are passed 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.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

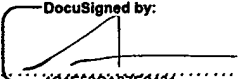

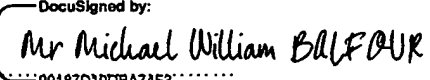
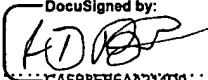
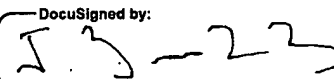
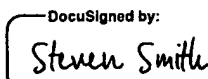
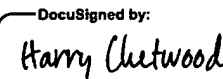
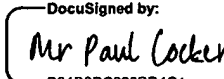

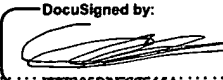
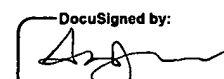
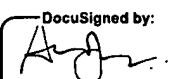

SPECIAL RESOLUTION


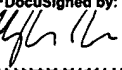

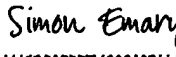

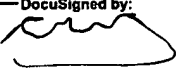
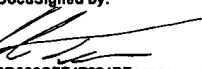
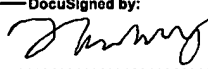

2. THAT, the pre-emption rights under article 17 of the Articles of Association of the Company (the Articles) be waived by the holders of A ordinary shares and the Series A Shares in the Company in respect of the allotment and issue of any shares pursuant to the authority to allot set out in Resolution 1 above.



AGREEMENT TO THE RESOLUTION

Please read the notes below before signifying your agreement to the Resolutions. The undersigned, being a member of the Company and entitled to vote on the above Resolutions on the Circulation Date, hereby agrees to the above Resolutions.

<p>DocuSigned by:</p>  <p>4C1F59CA37E9431...</p> <p>Mr Arun Assumal</p> <p>Date: 29/3/2022 14:39 BST</p>	<p>DocuSigned by:</p>  <p>4893F8F671BC8FE...</p> <p>Mr James Mark Balfour</p> <p>Date: 28/3/2022 09:12 PDT</p>
<p>DocuSigned by:</p>  <p>99187D10DBA74F3...</p> <p>Mr Michael William Balfour</p> <p>Date: 28/3/2022 09:23 PDT</p>	<p>DocuSigned by:</p>  <p>CAF8BEBEAA214D9...</p> <p>Mr Ian Bower</p> <p>Date: 28/3/2022 12:07 PDT</p>
<p>DocuSigned by:</p>  <p>93E2B855F8FB417...</p> <p>Mr Jonathon Gedge Brackenbury</p> <p>Date: 28/3/2022 17:10 BST</p>	<p>DocuSigned by:</p>  <p>40587DE4D0724B6...</p> <p>Steven Smith for and on behalf of Candy Ventures SARL</p> <p>Date: 2/4/2022 07:53 PDT</p>
<p>DocuSigned by:</p>  <p>145F3EBD00383443...</p> <p>Mr Harry Chetwood</p> <p>Date: 28/3/2022 17:15 BST</p>	<p>DocuSigned by:</p>  <p>884B8DC920BD401...</p> <p>Mr Paul Cocker</p> <p>Date: 30/3/2022 09:49 BST</p>
<p>DocuSigned by:</p>  <p>3810178AFC8A237...</p> <p>Mr Giles Spencer Dean</p> <p>Date: 28/3/2022 16:48 BST</p>	<p>DocuSigned by:</p> <p>Mr Dwayne D'Souza</p> <p>Date:</p>
<p>DocuSigned by:</p>  <p>898B85DAF6954AA...</p> <p>Mr Nils Edely</p> <p>Date: 28/3/2022 11:04 PDT</p>	<p>DocuSigned by:</p> <p>Mr Simon Hodgson</p> <p>Date:</p>
<p>DocuSigned by:</p> <p>Mr Alex Istikhar</p> <p>Date:</p>	<p>DocuSigned by:</p>  <p>8A3C078748F94E7...</p> <p>Mr Alister Jack</p> <p>Date: 28/3/2022 17:13 BST</p>
<p>DocuSigned by:</p>  <p>8A3C078748F94E7...</p> <p>for and on behalf of Jack Family Partners Limited</p> <p>Date: 29/3/2022 10:41 BST</p>	<p>DocuSigned by:</p>  <p>2630B7479F78465...</p> <p>Mr James Jack</p> <p>Date: 28/3/2022 12:04 PDT</p>

<p>DocuSigned by:</p>  <p>..... E6255676D50E467..... Mr Peter Landale 28/3/2022 09:28 PDT Date:</p>	<p>..... Mr Neil Laughton Date:</p>
<p>..... Mr Jean-Marc Massyre Date:</p>	<p>..... Mr Thomas Mathieson Date:</p>
<p>DocuSigned by:</p>  <p>..... 866F074E422A4AF..... Mr Hugh Moran 28/3/2022 12:38 EDT Date:</p>	<p>..... Mr Geoffrey Pooley Date:</p>
<p>DocuSigned by:</p>  <p>..... 441EBDF9EC82432..... Mr Antony Portno 30/3/2022 02:32 PDT Date:</p>	<p>DocuSigned by:</p>  <p>..... 8050F0CD1205467..... for and on behalf of Radius Equity Nominees Limited 28/3/2022 17:24 BST Date:</p>
<p>..... Mr Stephen Ramsden Date:</p>	<p>..... Ms Nikki Rush Date:</p>
<p>DocuSigned by:</p>  <p>..... 7376886EB34D453..... Mr William Rushmer 28/3/2022 14:34 PDT Date:</p>	<p>..... Mr Declan Ryan Date:</p>
<p>..... Ms Kristan Schulz Date:</p>	<p>DocuSigned by:</p>  <p>..... 855A1FAA3011448..... for and on behalf of SPI Holdings Limited 28/3/2022 09:16 PDT Date:</p>
<p>DocuSigned by:</p>  <p>..... 8D886CFE476948F..... Mr Mark Tiernan 29/3/2022 11:53 PDT Date:</p>	<p>DocuSigned by:</p>  <p>..... 83181CFC18B445F..... Mr James Tomlins 28/3/2022 12:54 PDT Date:</p>
<p>DocuSigned by:</p>  <p>..... 895CE878ECEB361..... Mr Alexander Van der Wyck 30/3/2022 03:02 PDT Date:</p>	<p>..... Ms Charlotte Westley Date:</p>

One Rebel Ltd Company no. 08827353

<p>DocuSigned by:</p> <p><i>Mr Keith Willey</i></p> <p>E97082203EBF48B...</p> <p>Mr Keith Willey</p> <p>Date: 28/3/2022 08:54 PDT</p>	<p>DocuSigned by:</p> <p><i>Blane Queripel, for and on behalf of Praxis Directors On</i></p> <p>712064EB83B748B...</p> <p>for and on behalf of</p> <p>Codex Rosa Limited</p> <p>Date: 6/4/2022 02:33 PDT</p>
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NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to max@gowerandco.com.
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. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of the period of 28 days beginning with the Circulation Date. The Resolutions will lapse if sufficient agreement for the Resolution has not been received by that time