

Company number 08984550

PRIVATE COMPANY LIMITED BY SHARES

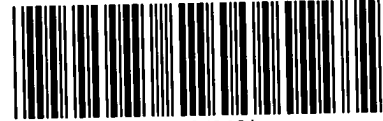
WRITTEN RESOLUTION

of

BRAND CONTROL LIMITED (Company)

21st August 2020

SATURDAY



A9CGH240

A10

29/08/2020

#218

COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as a special resolution (**Resolution**).

1. SUBDIVISION OF ORDINARY SHARES

THAT, the 10 Ordinary Shares of £1.00 each in the issued share capital of the Company be sub-divided into 100 ordinary shares of £0.01 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 £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

2. CREATION OF B ORDINARY SHARES OF £0.01

THAT the directors may create a new class of shares to be called B ordinary shares of £0.01 each. The shares shall be entitled the same rights as the ordinary shares as to voting and all distributions of capital. Any distribution of income shall be divided equally among the holders of the B ordinary shares

3. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006) the directors of the Company (or a duly constituted committee of the directors) (Directors) be generally and unconditionally authorised to allot B shares in the Company in accordance with the provisions of two share option agreements entered into by the company and others with Andrew John Barnes and Samuel James Wright dated 2nd July 2020 up to an aggregate nominal amount equivalent to 10% of the issued share capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 1st July 2025.

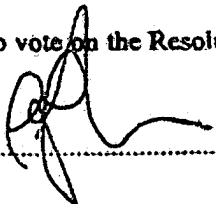
This authority revokes and replaces all unexercised authorities previously granted to the Directors.

4. **DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 2 in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment

AGREEMENT

Hampstead Limited being the sole shareholder entitled to vote on the Resolution on August 2020, hereby irrevocably agrees to the Resolution:

Signed for and on behalf of Hampstead
Limited 
Date: 21 August 2020