

Company number 10630791

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**Thrift Retail Ltd (the "Company")**

**23 August 2019 (the "Circulation Date")**



\*A90R66P7\*

A07

13/03/2020

#390

COMPANIES HOUSE

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Under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 be passed as an ordinary resolution and both resolution 2 and resolution 3 below be passed as special resolutions (the "Resolutions").

**ORDINARY RESOLUTION:**

1. THAT the directors be and they are hereby generally and unconditionally authorised, for the purposes of section 551 of the Act to exercise all powers of the Company to allot Seed Ordinary Shares of £0.0001 each in the capital of the Company (having the rights set out in the New Articles (as defined below)) up to a maximum number of 9,713 Seed Ordinary Shares, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date of these resolutions being passed, save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot Seed Ordinary Shares in the Company in pursuance of such offer or agreement as if such authority had not expired.

**SPECIAL RESOLUTIONS:**

2. THAT the articles of association attached to this resolution (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.
3. THAT any rights of pre-emption or other restrictions attaching to the offer, allotment or issue of shares in the capital of the Company, whether statutory or contained in the Company's Articles of Association (whether in force before or after the date of these Resolutions) or otherwise, be and hereby are irrevocably waived and disapplied in relation to the allotment referred to in Resolution 1.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions:

**Signed by Joseph Metcalfe**

..... Joe Metcalfe .....

**Date**

..... 23 AUGUST 2019 .....

**Signed by Anthony Metcalfe**

.....

**Date**

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**Signed by Christopher Metcalfe**

.....

**Date**

.....

**Signed by Nicholas Metcalfe**

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**Date**

.....

**Signed by Daniel Murray**

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**Date**

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**Signed by Philip Sunley**

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**Date**

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**Signed by Adrian Lloyd**

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**Date**

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**Signed by Alex Cheesterman OBE**

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**Date**

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**Signed by Joseph Metcalfe**

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**Date**

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**Signed by Anthony Metcalfe**



**Date**

23 AUGUST 2019  
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**Signed by Christopher Metcalfe**

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**Date**

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**Signed by Nicholas Metcalfe**

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**Date**

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**Signed by Daniel Murray**

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**Date**

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**Signed by Philip Sunley**

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**Date**

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**Signed by Adrian Lloyd**

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**Date**

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**Signed by Alex Chesterman OBE**

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**Date**

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Signed by Joseph Metcalfe

Date

Signed by Anthony Metcalfe

Date

Signed by Christopher Metcalfe

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23 AUGUST 2019

Signed by Nicholas Metcalfe

Date

Signed by Daniel Murray

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Signed by Philip Sunley

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Signed by Adrian Lloyd

Date

Signed by Alex Chasterton OBE

Date

Signed by Joseph Metcalfe

Date

Signed by Anthony Metcalfe

Date

Signed by Christopher Metcalfe

Date

Signed by Nicholas Metcalfe

Date

*N. Metcalfe*

23 AUGUST 2019

Signed by Daniel Murray

Date

Signed by Philip Sunley

Date

Signed by Adrian Lloyd

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Signed by Alex Chesterman OBE

Date

**Signed by Joseph Metcalfe**

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**Signed by Christopher Metcalfe**

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**Date**

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**Signed by Nicholas Metcalfe**

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**Date**

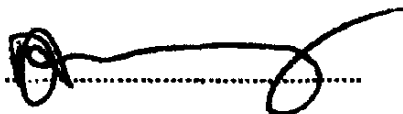
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**Signed by Daniel Murray**

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**Date**

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23 AUGUST 2019

**Signed by Philip Surley**

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**Date**

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**Signed by Adrian Lloyd**

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**Signed by Alex Cheaterman OBE**

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Signed by Joseph Metcalfe

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Signed by Christopher Metcalfe

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Signed by Daniel Murray

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Signed by Philip Sunley

Date



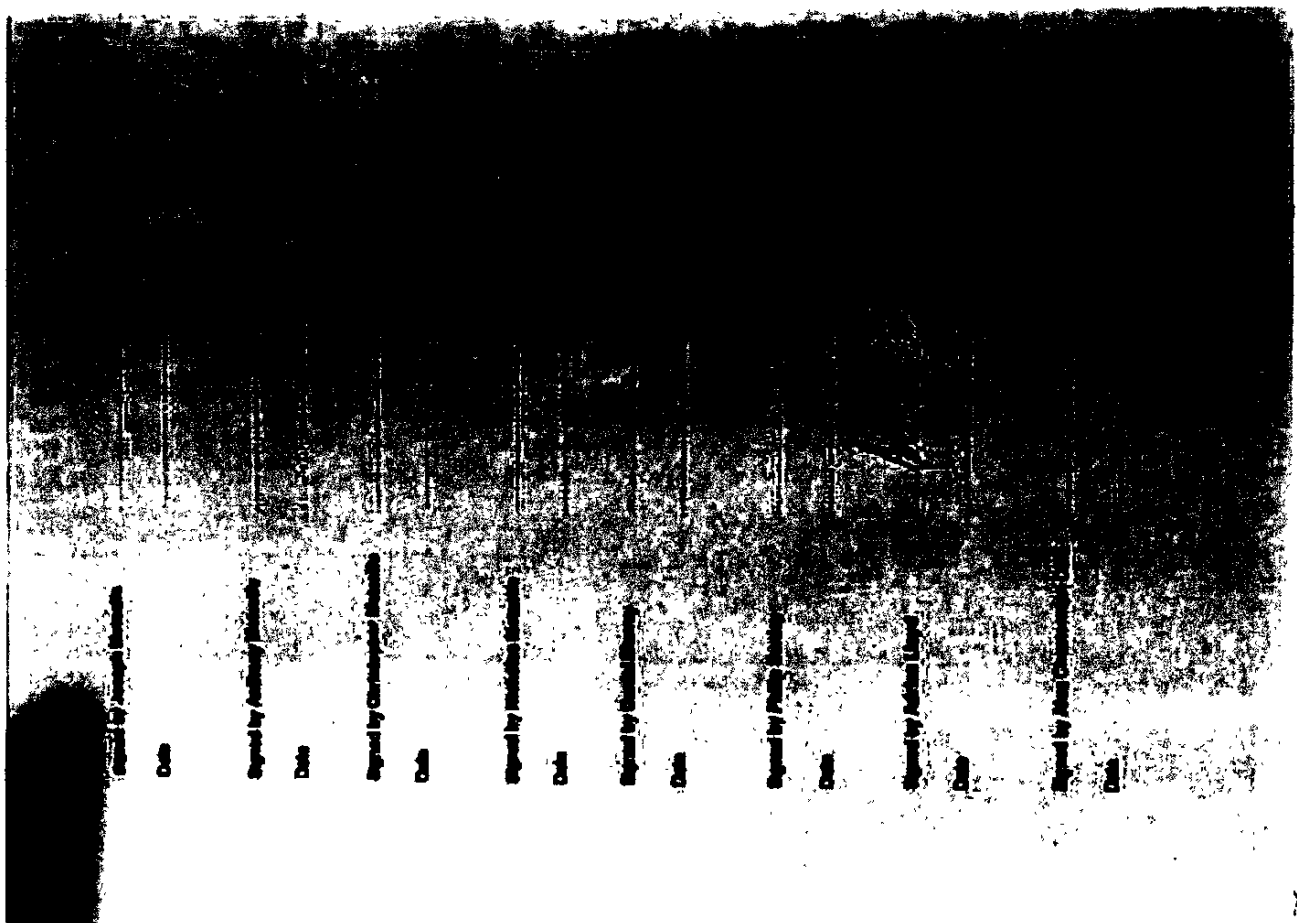
23 AUGUST 2019

Signed by Adrian Upton

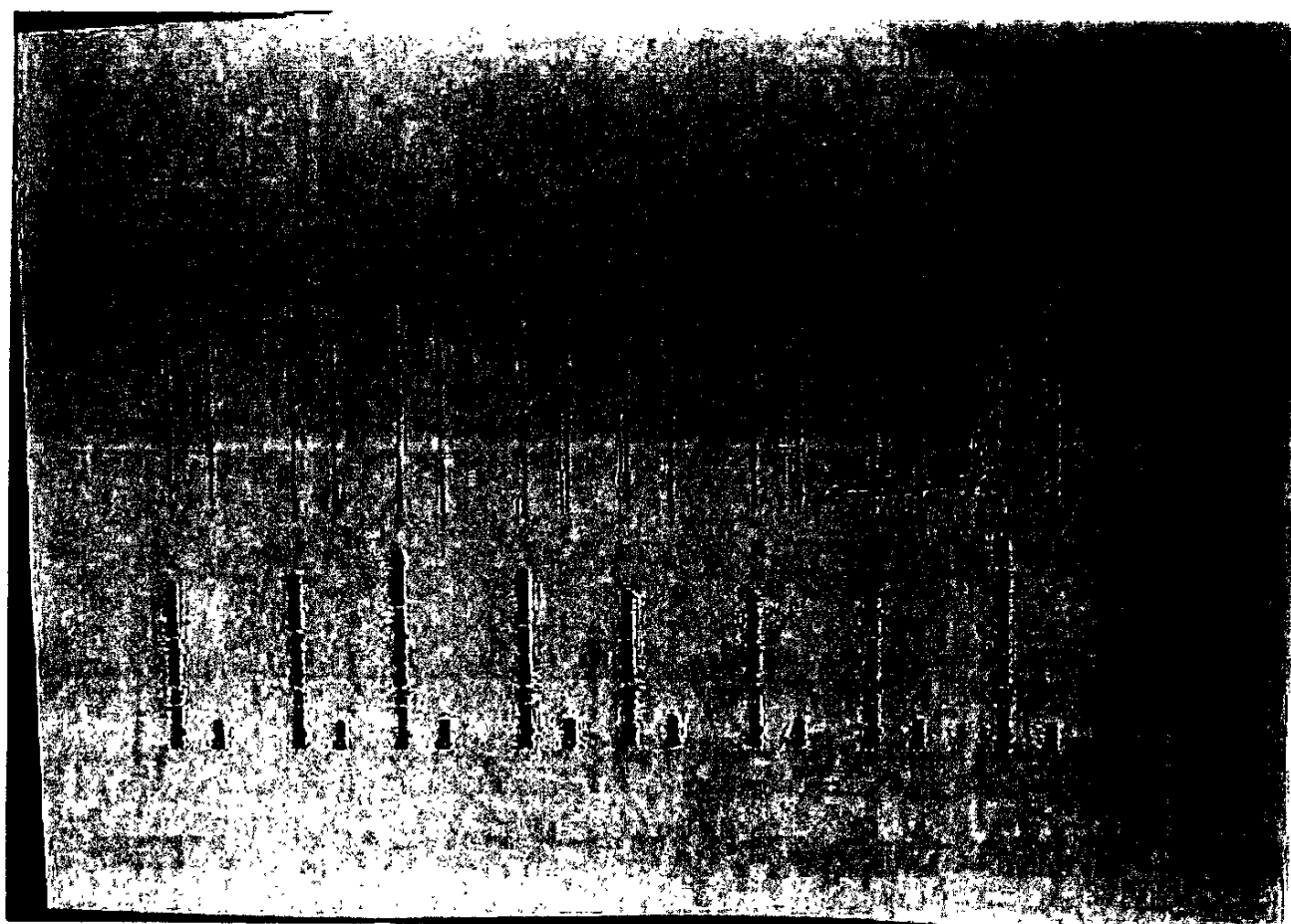
Date

Signed by Alex Chatterman OBE

Date







Signed by Anthony Gutman



Date

23 AUGUST 2019

Signed by Simon Franks

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Date

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Signed for and on behalf of Fuel  
Ventures Limited

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Date

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Signed for and on behalf of  
Farfetch UK Limited

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Date

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Signed by Anthony Gutman

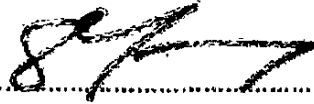
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**Signed for and on behalf of  
Farfetch UK Limited**

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**Date**

**23 AUGUST 2019**  
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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 the Company using one of the following delivery methods:**

- **By hand or by Post:** to Natalie Knight-Wickens, Bates Wells, 10 Queen Street Place, London, EC4R 1 BE, United Kingdom; or
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [n.knight@bateswells.co.uk](mailto:n.knight@bateswells.co.uk). Please type "Written resolutions" in the email subject box.

**If you do not agree to all of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.**

**2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.**

**3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.**

**4. When agreement to the Resolutions has been received from members representing 75% of the total voting rights in the case of the special resolutions and more than 50% of the total voting rights in respect of the ordinary resolution, they will be deemed passed.**

**NOTES**

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

- **By hand or by Post:** to David Duhig, Bates Wells, 10 Queen Street Place, London, EC4R 1 BE, United Kingdom; or
- **Email:** by attaching a scanned copy of the signed document to an email and sending it to [d.duhig@bateswells.co.uk](mailto:d.duhig@bateswells.co.uk). Please type "Written resolutions" in the email subject box.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless by 28 days from the Circulation Date, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. When agreement to the Resolution has been received from members representing 75% of the total voting rights in the case of a special resolution and more than 50% of the total voting rights in respect of an ordinary resolution, they will be deemed passed.