

26. Written resolution approving issue of loan notes, allotment of shares and disapplication of pre-emption rights

Company Number: 11264664

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

BODY ROCKET LTD
(the **Company**)



Circulated on 17 December 2021 (the **Circulation Date**)

Under Chapter 2 of Part 13 of the Companies Act 2006 (the **CA 2006**), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 as a special resolution.

ORDINARY RESOLUTION

- 1 THAT, in accordance with sections 550 and 551 of the CA 2006, the directors of the Company (the **Directors**) be generally and unconditionally authorised to:
 - 1.1 issue 8% fixed rate unsecured loan notes 2023 up to £500,000 (the **Loan Notes**);
 - 1.2 allot shares in the Company up to an aggregate nominal amount of £500,000 (the **Shares**); and
 - 1.3 grant rights to subscribe for or to convert any security into shares in the Company in respect of the Loan Notes (the **Rights**),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date 18 months following the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require Loan Notes to be issued, Shares to be allotted or Rights to be granted and the Directors may issue Loan Notes, Shares or grant Rights 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 issue of loan notes, allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

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SPECIAL RESOLUTION

- 2 THAT, subject to and conditional upon the passing of resolution 1 in this written resolution and in addition to all existing and unexercised authorities and powers, the Directors be empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred upon them by articles 14 and 15 of the articles of association of the Company (the **Articles**) up to an aggregate nominal amount of £500,000 as if the provisions of article 14.2 and 14.3 of the Articles did not apply to any such allotment.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above.

The undersigned, being a person entitled to vote on the above resolutions on the circulation date stated above, hereby irrevocably agrees to the resolutions set out.

Signed by **Eric Degolier**

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Date:

Signed by **Marcus Wilhelm Hoenig**

DocuSigned by:
Marcus Hoenig
76D225A6B2CF4F6...

.....

17 December 2021
Date:

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Signed by **Neil Kennedy Frost Newell**

DocuSigned by:
Neil Kennedy Frost Newell
F25CBBA7D2674A1...

Date: 17 December 2021

Signed by **Daniel King**

Date:

Signed by **Alex Hatebur**

DocuSigned by:
Alex Hatebur
714F8705588F4AF...

Date: 17 December 2021

Signed by **Beppo Jorg Hilfiker**

DocuSigned by:
Beppo Jorg Hilfiker
77C223590DBC494...

Date: 17 December 2021

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Signed by **Piers Richard Bryant**

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Date:

Signed by **Jan Issling**

DocuSigned by:
Jan Issling
A01344ED2C44417...

.....

17 December 2021
Date:

Signed by **Richard Allen**

DocuSigned by:
richard ALLEN
244DD40E21F74E5...

.....

17 December 2021
Date:

Signed by **Martin Gibson**

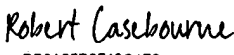
DocuSigned by:
Martin Gibson
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17 December 2021
Date:

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Signed by **Robert Casebourne**

DocuSigned by:

.....DB9A25D2F19C4E6.....

17 December 2021
Date:

Signed by **Andrea Agostinetti**

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Date:

Signed by **Crowdcube Nominees Limited** acting by a director

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Date:

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NOTES

1 You can choose to agree to both the resolutions listed above or none of them, but you cannot agree to only one of the resolutions. If you agree to both 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 – by delivering the signed copy to Eric Charles Degolier;
- by post – by returning the signed copy by post to Eric Charles Degolier at 19a Sydney Road, Haywards Heath, United Kingdom, RH16 1QE;
- by electronic signature – by clicking through the link in the email sent to you and following the instructions to complete the signing process within the e-signature platform; or
- by email – by attaching a scanned copy of the signed document to an email and sending it to laura.crotch@crsblaw.com and please type "Shareholder 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 after the Circulation Date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.