

Company number 14543424

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GEMINI BOOKS GROUP LIMITED (the "Company")

Resolutions 1 and 2 below were duly passed by the Company as ordinary resolutions, and resolutions 3 and 4 below were duly passed by the Company as special resolutions, each on 30 October 2023.

ORDINARY RESOLUTION

1. Re-designation

THAT, subject to the passing of Resolution 3, and in accordance with section 636 of the CA 2006, each of the existing shares in the capital of the company comprising of 1,436,228 ordinary shares of £0.01 each shall be and are hereby redesignated as:

- a) 1,075,574 A ordinary shares of £0.01 each in the capital of the Company; and
- b) 360,654 B ordinary shares of £0.01 each in the capital of the Company,

such shares having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 3.

2. Authority to allot

THAT, subject to the passing of Resolutions 1, 2 and 4, and in accordance with section 551 of the CA 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £15,637.72 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2024 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.

SPECIAL RESOLUTION

3. Adoption of new articles of association

THAT the articles of association attached to these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

4. Disapplication of pre-emption rights

THAT, subject to the passing of Resolutions 1 and 3, and 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 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 4.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £15,637.72; and
- 4.2 expire on 31 March 2024 (unless renewed, varied or revoked by the Company prior to or on that date).

Company number 14543424

Signed by

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Marcus Leaver
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30 October 2023

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Marcus Leaver (Director)

Date