

Company Number 09631949
The Companies Act 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
TOTM Limited
("the Company")

CIRCULATION DATE 22nd June 2024

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions ("**Special Resolutions**").

We the undersigned being the members of the Company who at the date of this resolution would be entitled to attend and vote at a General Meeting of the Company hereby pass the following resolutions as a special resolutions and agree that the said resolutions shall for all purposes be valid and effective as if the same had been passed by us at a General Meeting of the Company duly convened and held.

SPECIAL RESOLUTIONS

1. **THAT** in consideration of the granting of revolving credit facilities by Perpetual Capital Limited a company registered in Jersey with registration number 137362 the Company do issue, as an underwriting fee, 90,428 ordinary shares of £0.0001 each representing 2% of the equity share capital of the Company be approved;
2. **THAT** the option for Perpetual Capital Limited and/or other shareholders to acquire 135,642 ordinary shares of £0.0001 each in the capital of the Company at an exercise price of £2.33 at any time for the period of 32 months following the passing of these resolutions be approved;
3. **THAT** in accordance with section 551 of the Companies Act 2006 the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal value of £85.836 provided that this authority shall unless renewed, varied or revoked by the Company expire five years from the date the resolution is passed save that Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

The authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006.

4. **THAT** subject to the passing of resolution 3 above and in accordance with section 570 of the Companies Act 2006 the directors be generally empowered to allot equity securities (as defined in

section 560 of the Companies Act 2006) pursuant to the authority confirmed by resolution 1 as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power shall:

- (i) be limited to the allotment of equity securities up to an aggregate nominal value of £85.836; and
- (ii) expire five years from the date of this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) say that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on the CIRCULATION DATE, hereby irrevocably agrees to the Special Resolution:

Name:

Signature:

Date:

NOTES

1. Please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company.
- **Post:** returning the signed copy by post to the Company.

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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.

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 has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution 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.