

## BOARD RESOLUTIONS

Byrne Dean Limited  
(the Company)

Minutes of a meeting of the board of directors of the Company held at  
142 Central Street, London EC1V 8AR on 24/08/2022 [DATE]

at 10:30 AM [TIME]

### PRESENT:

#### NAME

#### POSITION

ROBERT GARNER

CHAIR

VICTORIA LEWIS

DIRECTOR / CEO

VICTORIA BYRNE & MATT DEAN (FOUNDING DIRECTORS)

### IN ATTENDANCE:

#### NAME

#### POSITION

SONIA CHANDARIA

FINANCE DIRECTOR

## 1 CHAIRPERSON

ROBERT GARNER [NAME] was appointed chairperson of the meeting.

## 2 NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

## 3 BUSINESS OF THE MEETING

The chairperson reported that the business of the meeting was to approve the Company entering into a Debenture to be given by the Company in favour of HSBC UK Bank plc (the "Bank") (the "Document").

## 4 DECLARATIONS OF INTEREST

The chairman noted that under section 177 of the Companies Act 2006 each director had to declare the nature and extent of any direct or indirect interest that director may have in the matter(s) under consideration to the extent that he or she had not already declared that interest to the other directors. The directors declared the following interests (if any):

Name	Nature and extent of interest
n/a	n/a

The chairperson confirmed that, taking into account all interests declared (whether before or at the meeting), there would be a quorum for all the business of the meeting under the terms of the Company's articles of association

## **5 DOCUMENTS PRODUCED TO THE MEETING**

The latest draft of the Document was produced to the meeting.

## **6 RESOLUTIONS**

6.1 It was noted that, at the time of deciding to commit the Company to the Document:

- (a) the Company is not insolvent and will not become insolvent as a result of entering into and performing its obligations under the Document

6.2 Following consideration, including consideration of the terms of the Document, the transactions contemplated by it and the matters referred to in section 172(1) of the Companies Act 2006, the meeting resolved that the Document and the transactions contemplated by it would promote the success of the Company for the benefit of its members as a whole and further resolved that:

- (a) The terms of, and the transactions contemplated by the Document and any ancillary or related documents:

- (i) be and are approved; and
  - (ii) are in accordance with and not in contravention of the Company's articles of association or other constitutional documents or any law or other obligation of the Company,

and that the Company execute or sign (as appropriate) the Document and any ancillary or related documents.

- (b) Any director, or in the case of any document to be executed as a deed, any two directors or any one director and the company secretary or any director in the presence of a witness who attests his signature, be and are authorised to sign:

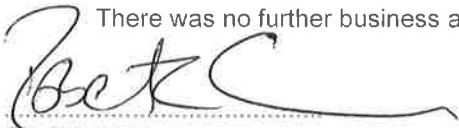
- (i) the Document;
  - (ii) any documents required to be signed or executed under the Document, or otherwise ancillary or related to the Document;
  - (iii) any documents amending, varying, novating or supplementing the Document; and
  - (iv) any other document that such signatory considers necessary or desirable in relation to the Document,

and any director is authorised to agree and approve any amendments made to any such documents after the holding of this meeting.

- (c) Any director be and is authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the Company under or in connection with the Document and to do any other act, matter or thing as he or she may deem necessary or desirable to be done or executed in connection with the financing to be provided to the Company or the Document.

## **7 CLOSE**

There was no further business and the chairperson declared the meeting closed.



Chairperson

24/8/2022

[DATE]

