

Company number: 07791056

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

KNEXUS GROUP LIMITED
(the Company)

PRINT OF WRITTEN RESOLUTIONS

Date of resolutions: ...25 February 2021


The following were duly passed as ordinary and special resolutions by way of written resolutions on the date stated above under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. **THAT**, in connection with a convertible loan note instrument executed on or around the date of these Resolutions (the **Convertible Loan Note Instrument**) and the subsequent issue of loan notes pursuant to the Convertible Loan Note Instrument (the **Notes**), the directors are generally and unconditionally authorised, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company to any person, at any time and subject to any terms and conditions as the directors think proper, up to such aggregate nominal amount as may be required to satisfy the terms of the Convertible Loan Note Instrument upon the conversion of the Notes, and this authority shall:
 - (a) expire (unless previously varied as to duration or renewed by ordinary resolution of the Company) fourteen months after the date on which this Resolution is passed except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
 - (b) apply insofar as it has not expired or been waived or revoked by ordinary resolution of the Company and shall be in substitution for all and any existing authorities to allot shares and to grant rights to subscribe for, or to convert any security into, shares in the Company that have been granted by ordinary resolution of the Company under section 551 of the Companies Act 2006, to the extent they are unused.

SPECIAL RESOLUTION

2. **THAT** the directors be authorised to allot shares pursuant to the authority granted by Resolution 1 above, as if the pre-emption rights set out in article 21 of the articles of association of the Company did not apply to such allotments.

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Graeme Foux
(Director)

