

Company number 09165801
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CHEERFY LTD

Passed on: 23 September 2022

The following resolutions were duly passed as one ordinary and two special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (**Act**).

ORDINARY RESOLUTION

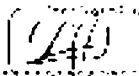
1. THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £0.64932 each having the respective rights and subject to the respective restrictions set out in the articles of association of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of these Resolutions save that the 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 of the Company may allot 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 of the Company but without prejudice to any allotment of shares or grant of Right already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if the pre-emption rights under the Company's articles of association or otherwise did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £0.64932; and
 - b. expire on the fifth anniversary of the date of these Resolutions (unless renewed, varied or revoked by the Company prior to or on that date), save 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 of the Company may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

3. THAT, the articles of association circulated with this Resolution 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.

Signed 

Director