

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
YELLOWDOG LIMITED (the "Company")

Company No: 09381071

On the 25th day of August 2022 the following ordinary and special resolutions were agreed and passed by members:

ORDINARY RESOLUTION

1. THAT, in accordance with section 551 CA 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**):
 - (A) in connection with the terms of a convertible loan note instrument dated on or around the date of these Resolutions (**Instrument**) up to a maximum aggregate amount to allow for the conversion of loan notes in the principal amount of up to £1,000,000 in aggregate (together with interest at the rate prescribed by the Instrument); and
 - (B) up to an aggregate nominal amount of £200 in connection with an increase to the Company's employee option plan (in addition to the aggregate nominal amount of £36.9339 which remains unallocated from the current employee option plan),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years after the date on which this resolution is passed 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 may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Other than is set out above, this authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 and pursuant to article 19 of the Company's articles of association (**Articles**), the Directors be generally empowered to allot equity securities (as defined in the Articles) pursuant to the authority conferred on the Directors by resolution 1, as if the rights of pre-emption set out in article 19 of the Articles, the CA 2006 or otherwise did not apply to such allotment.

Signed:



Simon Ponsford
Director
25th August 2022