

OYNB Limited

Registered in England No. 09626599

Companies Acts

Written Record of Members' Written Resolution

Circulation Date: 15th July 2020

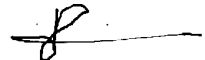
On the 28th day of July 2020, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

ORDINARY RESOLUTIONS

1. THAT all authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities in accordance with section 80 of the Companies Act 1985 (as amended or re-enacted from time to time) or to allot shares in the Company or grant rights to subscribe for or to convert any security into shares (under section 551 of the Companies Act 2006 or otherwise) are hereby revoked but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.
2. THAT the existing 249,255 ordinary shares of £0.001 each forming the issued share capital of the Company be sub-divided into 2,492,550 ordinary shares of £0.0001 each with the rights and privileges stated in the articles of association of the Company to be adopted pursuant to resolution (6) below.
3. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 427,350 ordinary shares of £0.0001 each in the share capital of the Company ("**Ordinary Shares**") at a subscription price of no less than £4.68 per Ordinary Share; declaring that this authority shall (unless renewed, varied or revoked by the Company) expire at midnight on 30th September 2020.
4. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot such number of Ordinary Shares (such number not to exceed 324,433 Ordinary Shares) as represents not more than 10% of the fully diluted equity share capital of the Company in issue from time to time pursuant to any share option scheme (comprising any Enterprise Management Incentive share option scheme and/or any unapproved share option scheme) and/or share option agreements established or otherwise entered into by the Company from time to time, subject always to the articles of association of the Company PROVIDED ALWAYS THAT the authorities set out in this resolution (4) shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the date hereof, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

5. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions 3 and 4 above.
6. THAT the document attached be adopted as the new Articles of Association of the Company, in place of and to the exclusion of all other previous Articles of Association.



AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
OYNB LIMITED

10 August 2020

Dated