

Company Number: 09864205

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CLEO AI LTD.

(the "Company")

On 5 April 2022, the following ordinary resolution and special resolutions (as indicated) (the "**Resolutions**") were passed by the Company in accordance with chapter 2 of part 13 of the Companies Act 2006 (the "**Act**");

ORDINARY RESOLUTION

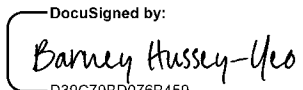
THAT, the directors are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the capital of the Company up to a maximum aggregate nominal amount of £73.85355, provided that:

- (a) unless revoked, varied or extended by the Company, the authority granted under this Resolution shall expire five years after the passing of this Resolution; and
- (b) the Company may, before such expiry under paragraph (a) above of this Resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

This authority is in addition to all subsisting authorities, without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made under such authorities.

SPECIAL RESOLUTIONS

- 2. **THAT**, the articles in the form attached to these Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company (the "**New Articles**").
- 3. **THAT**, subject to the passing of Resolution 0, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association from time to time or the Act) in respect of the allotment and issue of shares and/or grant of rights to subscribe for or convert any security into shares made by the directors pursuant to the authority conferred upon them by Resolution 0 above be and hereby are waived or otherwise disapplied.

DocuSigned by:

.....D39C70BD076B459.....

Director for and on behalf of **CLEO AI LTD.**