

Company no: 10637337

MEMBERS' WRITTEN RESOLUTIONS OF

BEAM UP LTD
(the "**Company**")

The following resolutions were passed on 16th September 2023 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006 as ordinary or special resolutions (as indicated):

SPECIAL RESOLUTION

1. THAT the articles of association of the Company attached hereto as the Exhibit be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association.

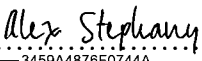
ORDINARY RESOLUTION

2. THAT, in accordance with Section 551 of the Act and subject to the passing of resolution 1 above, in substitution for any existing authorities to allot securities, the directors of the Company be and are hereby unconditionally authorised for the purpose of section 551 of the Act to issue and allot shares in the Company or grant rights ("**Rights**") to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £5.41369, provided that this authority shall unless renewed, varied or revoked by the Company, expire five years from the date of adoption of this resolution save that the Company may before such expiry make an offer or agreement which might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuant of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

3. THAT, subject to the passing of resolution 2 above, the Directors be generally empowered to allot equity securities and grant Rights referred to in, and pursuant to the authority conferred by, resolution 2 above, up to the maximum aggregate nominal value referred to in resolution 2 above, without having regard to any rights of pre-emption in favour of shareholders under section 561(1) of the Act, the New Articles or otherwise.

DocuSigned by:


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Director, for and on behalf of
Beam Up Ltd

Company no: 10637337

Exhibit

New Articles