

Company Number: 10804708

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

HAZY LTD

(the "Company")

(Passed on 8 February 2021)

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following resolutions (the "**Resolutions**") were duly passed in writing on the above date.

In the following resolutions, "**CLA**" means the convertible loan agreement entered into on 28 July 2020 by, inter alia, the Company and UK FF Nominees Limited, and, unless the context otherwise requires, any capitalised terms that are not otherwise defined in the following resolutions shall have the meaning given to them in the CLA.

ORDINARY RESOLUTION


1. **THAT** the Directors shall be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to: (i) grant to any Lender that has entered into a Subscription Deed with the Company the right to convert any Loan (and interest accrued thereon) advanced by such Lender pursuant to the Subscription Deed into shares in the Company in accordance with the terms of the relevant Subscription Deed and the CLA, and (ii) allot and issue any shares of any class in the capital of the Company that may be required to be allotted and issued by the Company to any such Lender (or its successors or assignees) pursuant to the relevant Subscription Deed and the CLA, provided that the aggregate nominal amount of shares that may be allotted (or in respect of which rights may be granted) pursuant to this authority shall be no greater than £136.924.

This authority will expire (save where the Company has revoked it by Ordinary Resolution) on 31 December 2025, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the Directors may allot shares pursuant to such offer or agreement

as if this authority had not expired. For the avoidance of doubt, this authority shall be in addition to any other existing authorities previously granted to the Directors.

SPECIAL RESOLUTION

2. **THAT** subject to the passing of resolution 1, the pre-emption rights contained in Article 14.2 of the Company's articles of association, and any other pre-emption or similar rights applicable pursuant to the Company's articles of association, any shareholders' or similar agreement relating to the Company or otherwise (including under any applicable laws), be hereby waived and dis-applied in respect of the allotment of or the grant of rights to subscribe for or convert any securities into shares in the Company pursuant to the authority granted under resolution 1 above up to an aggregate nominal amount of £136.924 prior to 31 December 2025, save that the Company may before the expiry of such date make an offer or agreement which would or might require shares to be allotted after the expiry of such date and the Directors may allot shares in pursuance of such offer or agreement as if this authority had not expired.


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Director