

**Company Number 11198050**

**THE COMPANIES ACT 2006**

**RESOLUTIONS OF  
CELSIUS NETWORK LIMITED**

**Passed 3 December 2021**

The following resolutions of Celsius Network Limited (the “**Company**”) were duly passed as ordinary or special resolutions (as indicated below) (the “**Resolutions**”) on 3 December 2021 by way of written resolutions pursuant to Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTIONS**

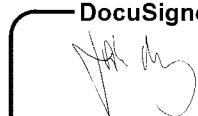
1. THAT the 100,000 Ordinary Shares held by Celsius Network Inc. are re-designated as Ordinary B Shares.
2. THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot 36,930 Series B Preferred Shares in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of these Resolutions, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by these Resolutions has expired.

**SPECIAL RESOLUTIONS**

3. THAT, the draft regulations attached to these written resolutions (the “**New Articles**”) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
4. THAT, conditional upon and simultaneously with the passing of resolutions 1, 2 and 3, any and all pre-emption rights howsoever arising (including, without limitation, pursuant to article 29 of the existing articles of association of the Company) be waived in connection with the issue and allotment of the Series B Preferred Shares in the Company which the directors of the Company were generally and unconditionally authorised to allot in resolution 2.

Capitalised terms used but not defined herein have the meaning given to them in the New Articles.

**DocuSigned by:**



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Director