

Company number: 11200977

**PRIVATE COMPANY LIMITED BY SHARES****WRITTEN RESOLUTIONS**

of

**TICKR LTD (the "Company")**

TUESDAY



A01 \*A9YYH3WG\* 23/02/2021 #1  
COMPANIES HOUSE

**Passed on** 1 February **2021**


The following resolutions were passed as ordinary and special resolutions (the "**Resolutions**") as designated below by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**").

**ORDINARY RESOLUTION**

1. **THAT**, conditional upon and simultaneously with the passing of Resolution 2, in accordance with section 551 of the Act, the directors of the Company (the "**Directors**") be 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 to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal value of £290.7302, provided that the authority granted under this Resolution shall, unless renewed, varied or revoked by the Company, expire five years after the passing of this Resolution save that the Company may, before such expiry, variation or revocation make an offer or agreement which would or might require shares to be allotted, and the Directors may allot such shares in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired or been varied or revoked. This authority is in addition to all subsisting authorities to the extent unused.

**SPECIAL RESOLUTIONS**

2. **THAT**, conditional upon and simultaneously with the passing of Resolutions 1 and 3, in accordance with section 570 of the Act, the Directors be generally empowered to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company referred to in, and pursuant to the authority conferred in, Resolution 1 above without having regard to any rights of pre-emption in favour of shareholders under section 561 of the Act, the Company's existing articles of association, the New Articles, any shareholder agreement relating to the Company or otherwise and any pre-emption rights however arising be waived in connection with the issue and allotment of the shares referred to in Resolution 1 above.
3. **THAT**, the articles of association contained in the document annexed to this written resolution (the "**New Articles**") be and are hereby adopted as the articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association of the Company.
4. **THAT**, a new class of Seed Shares (as defined in the New Articles) be created, having the rights and being subject to the restrictions set out in the New Articles.

DocuSigned by:  
  
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Director, for an on behalf of  
**TICKR LTD**

Dated: 1 February 2021