

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**TAPTAP GIVING LTD**  
**(the "Company")**

**(Company No: 11323235)**

**Passed on 17 August 2023**

The following resolutions were duly passed by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**");

**ORDINARY RESOLUTIONS**

**1. SUBDIVISION**

**THAT**, in accordance with section 618 of the Act, the 38,492 ordinary shares of £0.01 each in the issued share capital of the Company be sub-divided into 38,492,000 ordinary shares of £0.0001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.0001 each in the capital of the Company as set out in the Company's articles of association for the time being.

**2. ISSUE OF SHARES**

**THAT**, subject to the passing of resolution 1, in accordance with section 551 of the Act, and in replacement of any existing authority previously obtained, except in relation to any authority in respect of the option pool, the directors of the Company be generally and unconditionally authorised to grant rights to subscribe for, and subsequently allot 485,608 ordinary shares of £0.0001 each in the capital of the Company to various new and existing investors, having the respective rights and subject to the respective restrictions set out in the Company's articles of association (the "**Articles**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed.

**SPECIAL RESOLUTIONS**

**3. DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, subject to the passing of resolution 2, and in replacement of any existing authority previously obtained, except in relation to any authority in respect of the option pool, any

and all pre-emption rights to which shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the Company's Articles from time to time, the Act, or the provisions of any other agreement), in respect of the allotment and issue of shares in the Company, or the granting of rights to subscribe for shares in the Company, by the directors of the Company pursuant to the authority conferred upon them by Resolution 2 be and hereby are waived or otherwise disapplied.

**4. ADOPTION OF NEW ARTICLES**

**THAT**, with effect from the date on which these Resolutions are passed, the articles of association circulated with these Resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion, of the Company's existing articles of association.

Signed..........