

Company No. 114 722 32

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

KUDA TECHNOLOGIES LIMITED (the "Company")

Passed on: 5 February 2021

The following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

ORDINARY RESOLUTION

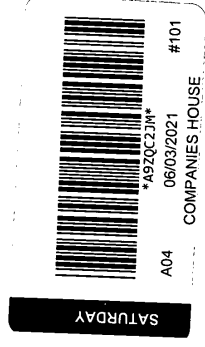
1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £6,273.52 comprising of 527,819 series A preferred shares of £0.01 each in the capital of the Company and 99,533 ordinary shares of £0.01 each in the capital of the Company, provided that:

- (a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
- (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all subsisting unused authorities.

SPECIAL RESOLUTIONS

2. That the articles of association attached to these written resolutions be approved and adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (the "New Articles").
3. That, subject to the passing of resolution 1, the directors be generally empowered pursuant to section 570 of the Act to allot equity securities wholly for cash pursuant to the authority conferred by resolution 1 as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the articles of association of the Company (or wherever so else contained) did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" bearing the same respective meanings in this resolution as in section 560 of the Act).
4. That, subject to the passing of resolution 2 above, the 207,386 seed preferred shares and 8,546 ordinary shares of £0.01 each that are to be acquired by the Buyers (each as defined in certain sale and purchase agreements to be entered into on or around the Circulation Date), shall immediately following each such acquisition be re-



designated and converted into the same number of series A preferred shares of £0.01 each in the capital of the Company, in each case subject to and having the rights set out in the New Articles.

DocuSigned by:

B Ogundeyi

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Director, for and on behalf of **Kuda Technologies Limited**