

BEARABLE LTD
("the Company")

COMPANY NUMBER: 12089632

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Passed: 23rd December 2021



The following written resolutions of the Company were passed on the above date in accordance with Chapter 2 of Part 13 of the Companies Act 2006:

Ordinary Resolution

1. **THAT** in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £0.25 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors and in accordance with section 551 of the Act.

Special Resolutions

2. **THAT** the Directors be and are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by resolution 1 as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £0.25 and shall expire on the date five years after the passing of this resolution,

SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

3. **THAT** the articles of association contained in the printed document attached to this Resolution be and are hereby approved and adopted as the articles of association of the Company in replacement of the existing articles of association of the Company.

James Alexander Saady - Director