

Company Number: 12868412

INCORPORATED UNDER THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
UBS DIGITAL VENTURES LTD**

PASSED 22 OCTOBER 2020

SATURDAY



The following resolution was passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution on 22 October 2020:

SPECIAL RESOLUTION

- (1) **THAT** the Articles of Association of the Company be amended as follows:

The deletion of Article 14; and
The insertion of the following text:

Article 14.

Subject to the provisions of the Act and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office may be:

- (A) a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (B) a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise interested; and
- (C) a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any parent undertaking or subsidiary undertaking of the Company, or any subsidiary undertaking of any parent undertaking of the Company, or any body corporate in which any such parent undertaking or subsidiary undertaking is interested,

and (i) he shall not by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate; (ii) he shall not infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of any such office or employment or any such transaction or arrangement or any interest in any such body corporate; (iii) he shall not be required to disclose to the Company, or use in performing his duties as a director of the Company, any

confidential information relating to such office or employment if to make such a disclosure or use would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that office or employment; (iv) he may absent himself from discussions, whether in meetings of the directors or otherwise, and exclude himself from information, which will or may relate to that office, employment, transaction, arrangement or interest; and (v) no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Article 15.

For the purposes of article 14:

- (A) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (B) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Article 16.

(A) Under section 175 of the Act, the directors may authorise, to the fullest extent permitted by law:

- (i) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, an interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest; and
 - (ii) a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises
- (B) Any authorisation under paragraph (A) will be effective only if:
- (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
 - (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
- (C) The directors may give any authorisation under paragraph (A) upon such terms and conditions as they think fit. The directors may vary or terminate any such authorisation at any time.
- (D) For the purposes of this article, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.
- (E) A director shall be under no duty to the Company with respect to any information actually or potentially of relevance to the Company which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person or body corporate. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act because he:
- (i) fails to disclose any such information to the board or to any director or other officer or employee of the Company; and/or
 - (ii) does not use or apply any such information in performing his duties as a director of the Company.

However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this paragraph (E) applies only if the existence of that relationship has been authorised by the directors pursuant to paragraph (A) or is permitted pursuant to article 14.

- (F) Where the existence of a director's relationship with another person has been authorised by the directors pursuant to paragraph (A) or is permitted pursuant to article 14 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act because he:

absents himself from all or part of meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

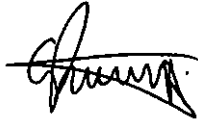
- (ii) makes arrangements not to receive documents and information (including minutes) relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company, for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists.
- (G) A director shall not, by reason of his office as a director of the Company, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate the acceptance, entry into or existence of which has been authorised by the directors pursuant to paragraph (A) (subject, in any such case, to any terms and conditions upon which such authorisation was given).

Article 54

- (a) For the purposes of this article the term 'Parent Entity' shall mean UBS AG (a company incorporated with limited liability in Switzerland with Identification No: CH-270.3.004.646-4) and any successor in title.
- (b) Parent Entity, the directors shall in order to provide an authorised signatory or representative framework for the Company have the power to adopt, import, substitute, replace or vary a corporate titles structure which is equivalent to the corporate titles structure adopted from time to time by the Parent Entity. The Company's corporate titles structure may therefore incorporate the use of the word 'Director' in the titles adopted (including without limitation, Assistant Director, Associate Director, Deputy Director, Director, Regional Director, Group Director, Executive Director and Managing Director (or words having these meanings in another language)) (hereinafter referred to in this article as a 'Corporate Title' or 'Corporate Titles' as appropriate).
- (c) Where any employee or official of the Parent Entity having a title which would constitute a Corporate Title in the Company, pursuant to a corporate titles structure operated by the Parent Entity, is seconded to or engaged from time to time in any part of the business or operations of the Company in a jurisdiction where the Company has a permanent presence he shall simultaneously upon being or becoming so seconded or engaged be granted, designated or re-designated (as the case may be) with the appropriate Corporate Title within the Company which is equivalent to the title he holds at the time in the Parent Entity for the duration of his engagement or secondment to the Company.
- (d) In addition and without prejudice to the powers contained in paragraph (B) above, the directors shall have the power to appoint, designate or re-designate (and shall have the power to suspend or rescind any such appointment, designation or re-designation) any person (whether or not he is an employee of the Parent Entity) who shall for the time being and from time to time be seconded to or engaged in the business or operations of the Company with any Corporate Title on such conditions and terms as the directors may in their absolute discretion determine.
- (e) Nothing in this article shall preclude any person having a title similar to a Corporate Title

and, by virtue of paragraph (B) above, having a Corporate Title in the Company from being appointed a director, secretary, assistant secretary or deputy secretary of the Company in addition to holding the Corporate Title in the Company.

- (2) The Articles of Association shall be altered so as to take the form of the Articles of Association attached to this resolution and are in substitution for, and to the exclusion of, any Articles of Association of the Company previously registered with the Registrar of Companies.



Christopher Purves
Director



Craig Goldband
Director