

SPECIAL RESOLUTION
of
GET FUNDED LTD
("Company")
Company Number: 13934349
Passed on 20 December 2022

Pursuant to a written resolution of the Company under Chapter 2 of Part 13 of the Companies Act 2006 circulated on 20 December 2022, the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

THAT the draft articles of association of the Company in the form attached, and signed by a director of the Company for identification purposes, be 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.

Signed

John Davies (Director)

ARTICLES OF ASSOCIATION

OF

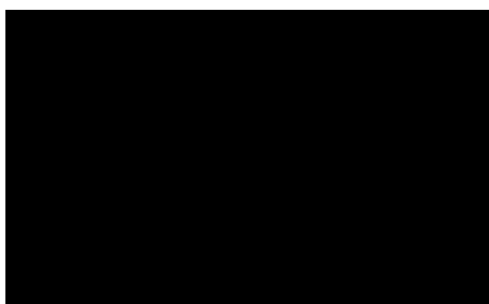
GET FUNDED LTD

a private company limited by shares incorporated

under the Companies Act 2006

These articles of association were adopted by special resolution

passed on 20 December 2022



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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
(the “Articles”)
OF
GET FUNDED LTD
(the “Company”)
COMPANY NUMBER 13934349

Adopted by Special Resolution passed on 20 December 2022

1. DEFINITIONS AND INTERPRETATION

- 1.1. The provisions as to the interpretation of the Model Articles contained in Model Article 1 apply to the interpretation of these Articles as they apply to the interpretation of the Model Articles, save that it will be varied by the inclusion of the following definitions:

Act	the Companies Act 2006.
Director(s)	(all) the director(s) of the Company for the time being.
Model Articles	the model articles for private companies limited by shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles and a reference in these Articles to a “Model Article” is a reference to the article of that number in the Model Articles.

2. ADOPTION OF THE MODEL ARTICLES

- 2.1. The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other

articles or regulations set out in any statute or in any statutory instrument or other subordinate legislation.

2.2. Articles 11(2) and 14 of the Model Articles shall not apply to the Company.

3. NUMBER OF DIRECTORS

3.1. Unless otherwise determined by the Company in a general meeting, the number of Director(s) is not subject to any maximum but need not exceed one.

3.2. If and so long as there is a sole Director, they may exercise all the powers and authorities vested in the Director(s) by these Articles and by the Model Articles, and may take decisions without regard to any of the provisions of these Articles or the Model Articles relating to Directors' decision-making.

4. QUORUM FOR DIRECTORS' MEETINGS

4.1. The quorum for Directors' meetings may be fixed from time to time by a decision of the Director(s) and unless so fixed will be one.

5. CONFLICTS OF INTEREST

5.1. The Director(s) may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (the "**Interested Director**") breaching their duty under section 175 of the Act to avoid conflicts of interest (the "**Conflict**").

5.2. Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

5.2.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

5.2.2. provide that the Interested Director may be excluded (if so desired) from the receipt of documents and information and the participation in discussions (whether at meetings of the Director(s) or otherwise) related to the Conflict;

- 5.2.3. impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Director(s) think are in the best interests of the Company;
 - 5.2.4. provide that, where the Interested Director obtains, or has obtained (through their involvement in the Conflict and otherwise than through their position as a Director of the Company) information that is confidential to a third party, they will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence;
 - 5.2.5. permit the Interested Director to absent themselves from the discussion of matters relating to the Conflict at any meeting of the Director(s); and
 - 5.2.6. take any action the Director believes is genuinely in the best interests of the Company.
- 5.3. Where the Director(s) authorise(s) a Conflict, the Interested Director will be obliged to conduct themselves in accordance with any terms and conditions imposed in relation to the Conflict.
- 5.4. The Director(s) may revoke or vary such authorisation at any time but this will not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 5.5. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a Conflict which has been authorised by the Director(s) in accordance with these Articles or by the Company in a general meeting (subject in each case to any terms and conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 5.6. Subject to sections 177(5) and 177(6) of the Act, a Director who is in any way, whether directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of their interest to the other Director(s) (if any) before the Company enters into the transaction or arrangement in accordance with the Act.
- 5.7. Subject to sections 182(5) and 182(6) of the Act, a Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered

into by the Company shall declare the nature and extent of their interest to the other Director(s) (if any) as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under article 5.8.

5.8. Subject, where applicable, to any terms and conditions imposed by the Director(s) in accordance with article 5.3, and provided a Director has declared the nature and extent of their interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:

5.8.1. may be a party to, or otherwise interested in, any such transaction or arrangement with the Company, or in which the Company is otherwise (directly or indirectly) interested;

5.8.2. shall be entitled to vote at a meeting of Director(s) (or of a committee of Director(s)) or participate in any unanimous decision, in respect of such transaction or arrangement or proposed transaction or arrangement in which they are interested;

5.8.3. may act by themselves or their firm in a professional capacity for the Company (otherwise than as auditor) and they or their firm shall directly or indirectly be entitled to remuneration for professional services as if they were not a Director;

5.8.4. may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested;

5.8.5. shall not, save as they may otherwise agree, be accountable to the Company for any benefit which they (or a person connected with them (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of their duty under section 176 of the Act; and

5.8.6. may take any action the Director believes in the best interests of the Company.