

**FILING COPY**

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

**OF**

**BOKU LABS LTD (the "Company")**

**Passed on:** ..... 15 September ..... 2022

The following resolutions were duly passed as ordinary and special resolutions, as indicated, on ..... 15 September ..... 2022 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

1. That, the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to issue and allot:
  - 1.1 Seed Preferred Shares of £0.000001 each in the capital of the Company up to a maximum aggregate nominal amount of £2.761741; and
  - 1.2 Ordinary Shares of £0.000001 each in the capital of the Company, up to a maximum aggregate nominal amount of £1.306860,

provided that the authority granted under this resolution shall expire five years after the passing of this resolution, and 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 directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. This authority is in addition to all subsisting authorities in relation to any Ordinary or Seed Preferred Shares.

**SPECIAL RESOLUTION**

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, all existing articles of association of the Company.
3. That, subject to the passing of resolution 1, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or under section 561 of the 2006 Act) in

respect of the allotment and issue of shares, made by the directors pursuant to the authority conferred upon them by resolution 1 above be and hereby are waived or otherwise dis-applied.

*Phuc Nguyen Hai To*

**Director**