

Company No. 9147492

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
NOTPLA LIMITED

On 24 September 2021, the following ordinary and special resolutions were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

ORDINARY RESOLUTIONS

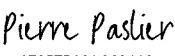
1. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £2.578722 comprising of 1,887,897 series A preferred shares of £0.000001 each in the capital of the Company and 690,825 B ordinary shares of £0.000001 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 conferred on the directors in accordance with section 551 of the Act.

2. That, subject to the passing of resolution 3 below, the 487,274 A ordinary shares of £0.000001 each in the capital of the Company, the 22,969 B ordinary shares of £0.000001 each in the capital of the Company and the 56,127 preferred seed shares of £0.000001 each in the capital of the Company that are to be acquired by certain Buyers (each as defined in certain sale and purchase agreements to be entered into by the Company and certain buyers and sellers), shall immediately following each such acquisition be re-designated and converted into the same number of series A preferred shares of £0.000001 each in the capital of the Company, in each case subject to and having the rights set out in the New Articles adopted pursuant to resolution 3.

SPECIAL RESOLUTIONS

3. 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**”).
4. 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 New Articles (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).

DocuSigned by:

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Director