

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

-of-

CUPCLUB LTD (the 'Company')
(company number 09693923)

WEDNESDAY



MEMBERS' WRITTEN RESOLUTIONS
PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the 'Act')

Passed: 2022-01-26 2022

The following resolutions were passed on the date stated above by the requisite members of the Company pursuant to Chapter 2 of Part 13 of the Act.

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot ordinary shares of £0.0001 each in the capital of the Company (the '**Subscription Shares**') up to an aggregate nominal amount of £3.9343, provided that this authority shall expire on the date falling twelve months from the date of this Resolution, unless renewed, varied or revoked by the Company prior to such expiry.

SPECIAL RESOLUTIONS

1. **THAT**, the articles of association contained in the document attached to these written resolutions (the '**New Articles**') be and hereby are approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.
2. **THAT**, in accordance with article 10.2 of the New Articles, the directors be generally empowered to allot Subscription Shares pursuant to the authority conferred by Resolution 1, as if any restrictions as to pre-emption, including but not limited to those restrictions contained in article 10 of the New Articles, did not apply to any such allotment and any rights of pre-emption in connection therewith are hereby waived.

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Director **Safia Qureshi-Arya**

APPENDIX
NEW ARTICLES