
THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS**OF****FLATFAIR LIMITED (the "Company")**

PRINT OF THE WRITTEN RESOLUTIONS

On 9 February 2023, the Company's shareholders passed resolution (1) below as an ordinary resolution and resolution (2) below as a special resolution pursuant to the Companies Act 2006 (the "**Act**") and the articles of association of the Company (the "**Articles**") (each a "**Resolution**" and together, the "**Resolutions**");

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot and issue:
 - a. shares of £0.01 each in the capital of the Company ("**Shares**") and to grant rights to subscribe for or to convert any security into Shares ("**Rights**") up to an aggregate nominal value of £750,000 having the rights and being subject to the restrictions set out in the Articles, as are required to be issued pursuant to the terms of any number of advance subscription agreements to be entered into with any number of investors within 60 calendar days of the date of the passing of these Resolutions provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or Rights to be granted and the directors may allot Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired; and
 - b. ordinary shares of £0.01 each in the capital of the Company having the rights and being subject to the restrictions set out in the Articles (the "**Ordinary Shares**"), or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Ordinary Rights**") up to an aggregate nominal value of £10 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the passing of these Resolutions save that the Company may, before such expiry, make an offer or agreement which would or might require the Ordinary Shares to be allotted or Ordinary Rights to be granted and the directors may allot Ordinary Shares or grant Ordinary Rights 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 authorities previously granted to the directors for the purposes of section 551 of the Act.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of Resolution 1 above, the directors be generally empowered to allot Shares or grant Rights pursuant to the authority conferred by Resolution 1a and allot Ordinary Shares or grant Ordinary Rights pursuant to the authority conferred by Resolution 1b, as if any and all rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to those existing under the Articles or the Act), provided that this power shall: (a) be limited to the allotment of shares or the grant of rights up to the aggregate nominal amount referred to in Resolutions 1a and 1b, respectively; and (b) expire five years from the date the Resolutions are passed (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

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Francois Tual

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Director