

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF**  
**CELSIUS NETWORK LIMITED (the "Company")**

**Passed the 4 day of JUNE 2020**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the written resolution, were entitled to vote on the resolutions contained therein, the following resolutions of the Company were duly passed:

**RESOLUTIONS**

**As a special resolution**

1. **THAT** the Articles of Association set out in **Exhibit A** to this written resolution (the "**New Articles**") be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

**As an ordinary resolution**

2. **THAT** the sole issued ordinary share of £1 in the capital of the Company be and is hereby sub-divided into 100,000 ordinary shares of £0.00001 each.

**As an ordinary resolution**

3. **THAT** the Company's share capital be and is hereby increased and modified by way of the creation of two new classes of shares, as follows:

3.1 16,667 of "Series A Preferred" shares of £0.00001 each; and

3.2 10,416 of "Series A1 Preferred" shares of £0.00001 each,

and that the Series A Preferred shares and/or the Series A1 Preferred shares so allotted or issued by the Company shall have the rights and preferences as set out in the New Articles.

**As a special resolution**

4. **THAT** the execution, delivery and performance by the Company of an agreement or arrangement among the shareholders of the Company on or about the date hereof and all other agreements to be executed or documents to be delivered pursuant to such agreement or arrangement, including the allotment and issuance of the Series A Preferred shares and the Series A1 Preferred shares in accordance with the terms of such agreement or arrangement among the shareholders of the Company, be and are hereby authorised and approved for all purposes, including:
  - 4.1 any consent required pursuant to section 630 of the Companies Act 2006, to the extent that such allotment and issuance constitutes a variation of class rights; and
  - 4.2 any waiver of the rights of pre-emption required in accordance with article 29.2 of the New Articles (as set out in **Exhibit A** to this written resolution and adopted pursuant to a special resolution of the Company made on the date hereof).

Signed:

THURSDAY



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18/06/2020

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COMPANIES HOUSE

Company Number: 11198050

Signed:

Director

Dated:

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