

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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RESOLUTIONS

-of-

UPSIDE TECHNOLOGIES LTD

Company No. 11228711

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolutions were passed as written resolutions on 24 December 2020.

SPECIAL RESOLUTION

- 1 THAT, the articles of association attached to these written resolutions be adopted as the articles of association of the Company (the "New Articles") in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

- 2 THAT, the members of the Company confirm that the directors of the Company were duly authorised to issue and allot 76 A ordinary shares of £0.001 each in the capital of the Company on 16 April 2020.
- 3 THAT, the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006, to exercise all powers of the Company to allot A ordinary shares of £0.001 each in the capital of the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Relevant Securities"), up to an aggregate nominal amount of £1,000 during the period expiring at the end of five years from the date on which this resolution is passed, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires, and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired.

DocuSigned by:

*William Potts*

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Director