

COMPANY NUMBER 11742963

PRIVATE COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTIONS

of

XACE LIMITED (the "Company")

PASSED ON 3 FEBRUARY 2021

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the CA 2006), the following resolutions were duly passed as ordinary and special resolutions (as indicated below) on 3 February 2021 by way of written resolution.

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 618 of the CA 2006, the 111 ordinary shares of £100 each in the issued share capital of the Company be and are hereby subdivided into 11,100 ordinary shares of £1.00 each, such shares having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to Resolution 4 (the "**New Articles**").
2. THAT, following the passing of Resolution 1, each of the ordinary shares in the capital of the Company be and is hereby redesignated as an ordinary A share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the New Articles.
3. THAT, in accordance with section 551 CA 2006, the directors of the Company be generally and unconditionally authorised to allot ordinary B shares in the Company up to an aggregate nominal amount of £572.00 having the respective rights and subject to the respective restrictions set out in the new articles of association adopted pursuant to Resolution 2, provided that this authority shall, unless renewed, varied or revoked by the Company, expire not be more than 5 years from the date on which this Resolution is to be passed, save that the Company may before such expiry, make an offer or agreement which would require shares to be allotted after such expiry and the directors of the Company may allot shares in pursuance of such offer or agreement, notwithstanding that the authority conferred by this Resolution has expired.

SPECIAL RESOLUTIONS

4. THAT the articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.
5. THAT, subject to the passing of Resolutions 3 and 4, in accordance with section 570 CA 2006, the directors of the Company be empowered to allot equity securities (as defined in section 560 CA 2006), as if any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising including but not limited to section 561(1) CA 2006 and any other provision of pre-emption in the Company's articles of association or otherwise did not apply to such allotment.

Signed by Natalie Shoshan
Director


