

Company No. 11797870

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS

-of-

USNOOP LIMITED

THURSDAY



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14/05/2020

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COMPANIES HOUSE

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolutions were passed as written resolutions on 27 April 2020.

SPECIAL RESOLUTIONS

- 1 That the directors be generally empowered pursuant to s.569 of the Act to allot equity securities (within the meaning of s.560 of the Act) as if s.561 of the Act and the provisions of articles 12.2 to 12.10 of the Articles of Association of the Company did not apply to such allotment and for all other purposes pursuant to the Articles of Association of the Company, provided that the power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £7,052.60 and provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares in the Company to be allotted after such expiry and the directors may allot shares in the Company in pursuance of such offer or agreement as if such authority had not expired.
- 2 That, subject to and conditional upon the passing of resolution 1, 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.

ORDINARY RESOLUTION

- 3 That, subject to and conditional upon the passing of the Special Resolutions, the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006 to exercise all rights of the Company for the period commencing on and with effect from the date of adoption of this resolution and expiring on the fifth anniversary of such date, to allot and to grant rights to subscribe for up to 1,410,520 Series Seed 2 Preferred Shares in the Company up to an aggregate nominal amount of £7,052.60, each having attached to them the rights set out in the Articles of Association to be adopted pursuant to resolution 2.

Director