

**COMPANIES ACT 2006
SPECIAL RESOLUTION**

Company number: 11786440

Company name: D&D Coin Trading Limited

On the 08 day of March 2021 the following special resolution was agreed and passed by the members:

1. That the directors of the company are authorised to allot 9,900 ordinary shares in the company in the aggregate nominal amount of £99.
2. That the pre-emption rights are disapplied regarding the share allotment and issuance.
3. That the draft articles of association attached to this resolution (Annex 1) be adopted as the articles of association of the company in substitution for, and to the exclusion of, the Company's existing articles of association.

Michael Duggan

RS



Annex 1

THE COMPANIES ACT 2006 PRIVATE COMPANY LIMITED BY SHARES D&D COIN TRADING LIMITED

1. Preliminary

- 1.1 The regulations contained in the Companies Model Article Regulations 2008 for a private company limited by shares (the "Model Articles") shall, except where they are modified or excluded by or are inconsistent with these Articles, apply to D&D COIN TRADING LIMITED (the "Company") and, subject to any such modifications, exclusions and inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other regulations set out in any statute or in any statutory instrument or in any other subordinate legislation.
- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles.

2. Proceedings of directors

- 2.1 Whenever the number of directors is one, a sole director shall have authority to exercise all the powers and discretions by the Model Articles and by these Articles expressed to be vested in the directors generally, and, in those circumstances, regulation 11 in the Model Articles shall be modified accordingly.
- 2.2 A director is entitled to vote at any meeting of the directors or of a committee of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company, and in relation to any such resolution (whether or not he votes on the same) he is to be taken into account in calculating the quorum present at the meeting.