



THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

UKA\$II LTD (the "Company")

Company Number: 11195881

PRIVATE COMPANY LIMITED BY SHARES

CHANGE TO ARTICLES OF ASSOCIATION

We the undersigned, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby unanimously resolve upon the following resolution and agree that it shall be as valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held.

THAT the existing "model articles of association" of the company be modified as follows:

- Title to be changed as "UKA\$II LTD. ARTICLES of ASSOCIATION"
- Article and sub-clause numbering structure to be amended from 1, (1), (a) to 1, (a), i, to provide for better clarity and ease of use.
- Definition of "**Company**" to be added to Defined Terms to read:
"Refers to UKA\$ii Ltd and its current / future Subsidiaries"
- Definition of "**Director**" amended to read:
"means a Director of the Company, by whatever name called, who holds Shares in the Company"
- Addition to Article 9 (2) as amended to include sub-clause (iii)
"the agenda for the proposed meeting" (thus previous sub clause iii to become sub clause iv).
- The wording of Article 9 (3) amended to read:
"Notice of a Directors' meeting must be given to each Director and must be in writing at least 5 working days before the meeting is to be convened."
- Article 18 clause (e) to be removed
- The wording of Article 24 clause (3) to be amended to read:
"No certificate may be issued in respect of Shares of more than one class. If the Shareholder owns more than one class of Shares, a separate Share certificate must be issued in respect of each different Share class."

Company Number 11195881
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www.ukasii.com

WEDNESDAY



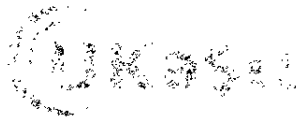
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- The wording of Article 24 clause (4) to be amended to read:
"If more than one person holds a Share, only one certificate will be issued in respect of it. In the case of joint Shareholders, all names will be included on one Share certificate, along with the address of the first named Shareholder."
- The wording of Article 25 clause (2) (a) to be amended to read:
"may at the same time exercise the right to be issued with a single certificate or separate certificates;. In addition to the case of different classes of Shares which must be split into separate Share certificates, a Shareholder may have acquired separate Share certificates of the same class if they purchased the same class of Shares on multiple occasions. Share certificates of the same class can be consolidated into a single certificate."
- The wording of Article 44 clause (1) (b) to be amended to read:
"at a general meeting, before a show of hands on that resolution."
- The wording of Article 44 clauses (2) (c) and (d) to be amended to respectively read:
"four or more persons having the right to vote on the resolution; or"

"a person or persons representing not less than one quarter of the total voting rights of all the Shareholders having the right to vote on the resolution."

9 January 2020

Mustafa Ozalcin

Founder and CEO