

Company No: 11455284

**WRITTEN RESOLUTIONS OF**

**ALLOT ME LIMITED**

**(the "Company")**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the director of the Company proposes that the following resolutions are passed which, in the case of resolutions 1 and 2 are proposed as ordinary resolutions (the "**Ordinary Resolutions**") and in the case of resolutions 3, 4 and 5 are proposed as special resolutions (the "**Special Resolutions**") (the Special Resolutions together with the Ordinary Resolutions, being the "**Resolutions**");

**ORDINARY RESOLUTIONS**

1. **THAT**, in accordance with section 618 of the Act, the 100 ordinary shares of £1.00 each in the capital of the Company be sub-divided into 1,000,000 ordinary shares of £0.0001 each in the capital of the Company, with such ordinary shares to have the rights and be subject to the conditions contained in the Company's articles of association for the time being.
2. **THAT** the Director be generally and unconditionally authorised in accordance with section 551 of the Act to issue and allot 200,000 ordinary shares of £0.0001 each in the Company to such persons and at such times and on such terms as they think fit, during the period expiring at the end of five years from the date of the passing of this resolution, and that, to the extent applicable, all previous authorities of the directors pursuant to section 551 of the Act be and are revoked.

**SPECIAL RESOLUTION**

3. **THAT**, in accordance with section 630 of the Act, the Director be authorised to re-designate all of the 1,000,000 issued ordinary shares of £0.0001 each in the capital of the Company as founder shares of £0.0001 each, with such founder shares to have the rights and be subject to the conditions contained in the New Articles (as defined below).
4. **THAT**, subject to the passing of resolution 2 above and in accordance with section 570 of the Act, the Director be and is empowered to allot equity securities (as defined in sub-section 560(1) of the Act) for cash pursuant to the authority conferred on him to allot shares and to grant subscription and conversion rights (as referred to in section 551 of the Act) by that resolution up to a maximum amount of 200,000 ordinary shares as if sub-section 561(1) of the Act did not apply at any time in respect of any such allotment or grant.
5. **THAT** the draft articles of association in the form appended in the Schedule to these Resolutions (the "**New Articles**") be adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.



**Agreement to Written Resolutions**

I, the undersigned, being the sole member of the Company and entitled to vote on the Resolutions on  
4 April 2022 (the "Circulation Date"), irrevocably agree to the Resolutions.

Signed by **CONOR GALLAGHER**

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*Conor Gallagher*

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Date: 4 April 2022

**NOTES:**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- by hand: delivering the signed copy to Eamon Gallagher at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW.
- by post: returning the signed copy by post to Eamon Gallagher at Ropes & Gray International LLP, 60 Ludgate Hill, London EC4M 7AW.
- by E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [eamon.gallagher@ropesgray.com](mailto:eamon.gallagher@ropesgray.com).

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. If by the date 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us as soon as possible.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

**SCHEDULE**

**ARTICLES OF ASSOCIATION**