

SPECIAL RESOLUTION

COMPANY NAME: GEMINI APPLICATIONS LIMITED

COMPANY NUMBER: 03334872

FRIDAY



On the 17th March 2021 the following Special Resolution was agreed and passed by the Members:

RESOLVED AS A SPECIAL RESOLUTION

It was resolved: To amend the Articles of Association to include a new Article and to amend Articles 8 and 38 to permit meetings of the directors and the members to be held without the need for physical presence, in the form of the attached extract.

New Article 60

Participation in meetings

A. Notwithstanding any other provision of these Articles, directors are participating in a directors' meeting when:

(a) the meeting has been called in accordance with the articles, and (b) they can each communicate to the others (including but without limitation online or through a computer or device or other medium) any information or opinions they have on any particular item of the business of the meeting.

In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other. If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

B. Notwithstanding any other provision of these Articles a person is able to exercise the right to speak at a general meeting when that person is in a position to communicate (including but without limitation online or through a computer or device or other medium) to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

A person is able to exercise the right to vote at a general meeting when:-

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

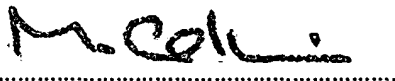
Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Amendment of Article 8

8. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting unless a quorum is present. Eight persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member or such number equal to the number of members if less than eight shall be a quorum. A person is present at a general meeting if that person has the right to speak and to vote at it in accordance with Article 60.

Amendment of Article 38

38. The quorum for the transaction of the business of the directors shall be eight or such number equal to the number of members of the Company if less than eight. A director is present at a meeting if that director is participating in it in accordance with Article 60.



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(Director)