

Company number: 06660591

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**1 UP ACCESS LTD.**

*20th May*

2022 ("Circulation Date")

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot:

**1.1 1 Ordinary E Share in the capital of the Company,**

up to a total aggregate nominal amount of £191, each having the respective rights and subject to the respective restrictions set out in the articles of association adopted pursuant to resolution 3. Unless renewed, varied or revoked by the Company, this authority shall expire on *20th May* 2027 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTIONS**

**2. Disapplication of pre-emption rights**



THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £6 and expire on 20th May 2027 (unless renewed, varied or revoked by the Company prior to or on that date).

3. THAT, the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.