

THURSDAY



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18/01/2024

#215

COMPANIES HOUSE

Company number 06660591

ORDINARY AND SPECIAL RESOLUTIONS

OF

1 UP ACCESS LTD (Company)

Passed on 18 December 2023

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

A copy of the written resolution is attached.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Directors (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 18 December 2028 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.

SPECIAL RESOLUTION

1. 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 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1; and
- 1.2 expire on 18 December 2028 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry

and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

2. **ADOPTION OF NEW ARTICLES OF ASSOCIATION**

THAT the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.