

Company Number: 09035691

Companies Act 2006

**WRITTEN RESOLUTIONS  
OF  
FOLIO TECHNOLOGIES LIMITED (the "Company")**

**Circulation Date: October 11, 2021**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Company's directors propose that resolutions 1 and 2 below be passed as ordinary resolutions and resolutions 3 and 4 be passed as special resolutions (the "**Resolutions**").

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 618 of the Companies Act 2006, the 1 A ordinary share of \$1.00 in the issued share capital of the Company be sub-divided into 1,000 A ordinary shares of \$0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing A ordinary share of \$1.00 in the capital of the Company as set out in the Company's articles of association for the time being.
2. **THAT**, subject to the passing of resolution 4 below, in accordance with section 551 of the Act the Company's directors be generally and unconditionally authorised to allot, or grant rights to subscribe for, up to 22,499,000 A ordinary shares of \$0.001 and 7,500,000 B ordinary shares of \$0.001 each having the same rights and subject to the restrictions set out in the new articles of association provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Company's directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has passed.

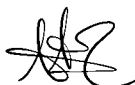
**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of resolution 2 above the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2 as if any and all rights of pre-emption (whether in the Company's articles of association, in statute or otherwise) did not apply to such allotment.
4. **THAT**, the draft amended articles of association of the Company in the form attached to these resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

**The undersigned, acting on behalf of a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.**

Signed:  
Name of Shareholder:  
Date:



\_\_\_\_\_  
SGO Corporation Limited  
October 11, 2021



**Folio**

Important 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.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by 28 days from the Circulation Date ('**Lapse Date**'), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us by or on the Lapse Date.
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 and subsisting power or authority (general or specific as applicable) when returning this document.