

NOTICE OF WRITTEN RESOLUTION FOR COMPANIES HOUSE

Company No. 11501632

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTION IN WRITING
of
UNDERPINNED LTD
(the "Company")**

Passed: 20 August 2021

Pursuant to Section 288 of the Companies Act 2006 the holders of a requisite majority of shares giving a right to attend and vote at a general meeting of the Company, on the above date passed the following Resolution as Written Resolution.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT

THAT the directors be generally and unconditionally authorised for the purposes of Article 6.4.1 of the articles of association of the Company to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"), up to a maximum aggregate nominal amount of £0.43 provided that:

- (a) the authority granted under this resolution shall, unless renewed, varied or revoked by the Company, expire five years after the passing of this resolution; and
- (b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would require shares to be allotted or Rights to be granted after such expiry and the directors may allot such shares or grant such Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all authorities previously granted to the Directors.

SPECIAL RESOLUTION

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to and conditional upon the passing of the resolution numbered 1 in this written resolution, the directors of the Company be empowered to allot equity securities (as defined in section 560 Companies Act 2006) pursuant to the authority conferred upon them by resolution 1 as if the provisions of articles 6.4.4 to 6.4.10 of the articles of association of the Company did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, 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 such offer or agreement as if the power conferred by this resolution had not expired.


This authority is in addition to all authorities previously granted to the Directors.

3. **ADOPTION OF ARTICLES**

THAT the articles of association of the Company attached to this written resolution be 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.

Dated: 20 August 2021.....

SIGNED:

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Director