

**COMPANY NUMBER 04330556**

**WRITTEN RESOLUTION**

**OF**

**SHAPING FUTURES LIMITED (COMPANY)**

**PASSED ON                      31 March                      2022**

Under Chapter 2 of Part 13 of the Companies Act 2006, the following Resolutions 1, 2 and 3 below are passed as special resolutions (together **Special Resolutions**).

**SPECIAL RESOLUTIONS**

**Authority to Allot**

1. **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 Ordinary A shares in the Company up to an aggregate nominal amount of £22.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2022 and the Directors may allot shares 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.

**Disapplication of Pre-Emption Rights**

2. **THAT**, 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:
  - a. Be limited to the allotment of A Ordinary shares up to an aggregate nominal amount of £22.00; and
  - b. expire on 31 March 2022 (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.

**New Articles of Association**

3. **THAT** the Articles of Association attached to this resolution and initialled for the purposes of identification, be adopted as the new Articles of Association of the Company.

Signed by a director:

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