



**COMPANIES ACT 2006
SPECIAL/~~WRITTEN~~ORDINARY RESOLUTION**

Company number: 09381071

Company name: YellowDog Limited

On the 21 day of April 2020 the following special/~~written~~ordinary resolution was agreed and passed by the members:

(a) allot to the holders of Ordinary Shares and any persons other than the holders of Ordinary "A" Shares up to 348,500 Ordinary Shares of £0.0001 each (with an aggregate nominal value of £34.85) as if article 19 of the Company's articles of association (Pre-emption Rights on the allotment of Equity Securities) did not apply to such allotments, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 9th July 2020; and

(b) allot up to 500,000 Ordinary Shares of £0.0001 each (with an aggregate nominal value of £50) pursuant to the Company's employee share option scheme and any other option scheme or arrangement established for the purposes of recruiting or retaining key personnel, as if article 19 of the Company's articles of association (Pre-emption Rights on the allotment of Equity Securities) did not apply to such allotments, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date on which this Special Resolution is passed,

Signed

Gareth Williams
CEO
21 April 2020

