

ALTITUDE ACQUISITION CORP.
UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING

December [●], 2020

THE UNDERSIGNED, constituting all of the directors of Altitude Acquisition Corp., a Delaware corporation (the “**Corporation**”), entitled to notice of a meeting of the Board of Directors of the Corporation (the “**Board**”) for the purpose of taking the actions and adopting the resolutions set forth below, do hereby waive such notice, take the following actions and adopt the following resolutions by written consent to action (this “**Consent**”) without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law:

REGISTRATION STATEMENT

WHEREAS, it has been proposed that the Corporation offer and sell to the public the Corporation’s units (“**Units**”) (each Unit consisting of one share of Class A Common Stock of the Corporation, \$0.0001 par value per share (“**Class A Common Stock**”) and one-third of one redeemable warrant to purchase Class A Common Stock (the “**Warrants**”), pursuant to a registration statement (such registration statement, as it may be amended or supplemented, is herein called the “**Registration Statement**” and the prospectus or prospectuses forming a part thereof is herein called the “**Prospectus**”) filed with the U.S. Securities and Exchange Commission (the “**Commission**”), such offering (the “**Offering**”) contingent upon the Commission declaring effective the Registration Statement as filed and subsequently amended.

NOW, THEREFORE, BE IT RESOLVED, that, based upon the desirability of having a public market for the Corporation’s securities, and after consideration by the Board, the Corporation proposes to (i) offer for sale to the public of up to 25,000,000 Units, and (ii) grant to Cantor Fitzgerald & Co. and Odeon Capital Group, LLC (collectively, the “**Underwriters**”), a 45-day option to purchase an additional 3,750,000 Units to cover over-allotments in the Offering to be registered under the Securities Act of 1933, as amended (the “**Act**”), and that all Units shall be sold pursuant to an Underwriting Agreement (as defined below) with the Underwriters; and be it further

RESOLVED, that the public offering price of the Units shall be \$10.00 per Unit; and be it further

RESOLVED, that the sale and issuance of the Units in the Offering be, and they hereby are, authorized and approved, at such time and upon such other terms and conditions as are authorized by these resolutions or as may hereafter be fixed or authorized by the Board; and be it further

RESOLVED, that the preparation, execution, delivery, and filing of the Registration Statement on Form S-1 with the Commission by the officers of the Corporation (the “**Authorized Officers**”) be and hereby is approved and ratified, and the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver and file with the Commission the Registration Statement on Form S-1, providing for the registration under the Act of the offer and sale of the Units by the Corporation, in such form and accompanied by such exhibits and other documents as any officer preparing the same shall approve, such approval to be conclusively evidenced by the filing of the Registration Statement; and be it further

RESOLVED, the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver and file with the Commission any and all amendments to the Registration Statement or the Prospectus, including without limitation, pre-effective amendments, supplements, stickers and post-effective amendments, a

registration statement relating to the same offering as the Registration Statement that is to be effective upon filing pursuant to Rule 462(b) of the Act, and any other certificates, documents, instruments and papers and to take any and all such further action as may be required by the Commission or determined to be necessary, advisable or appropriate in the sole discretion of Authorized Officers, including appearing before the Commission and its staff, in order that the Registration Statement may become and remain effective, and in order that the Prospectus shall be kept current, pursuant to the provisions of the Act and the rules and regulations of the Commission promulgated thereunder, for such time as may be required by law, such determination to be conclusively evidenced by the filing of any such amendments or other certificates, documents, instruments and papers or by the taking of any such action; and be it further

RESOLVED, that, if the Authorized Officers or any one of them determine that an increase in the Offering in accordance with Rule 462(b) under the Act is in the Corporation's best interests, then such increase is hereby authorized and the number of Units that the Corporation is authorized to issue and sell in the Offering shall be the maximum number of Units that may be issued pursuant to Rule 462(b) under the Act, including such number of Units that may be purchased by the Underwriter to cover over-allotments, if any; and be it further

RESOLVED, that, if the size of the Offering is increased in accordance with Rule 462(b) under the Act, the Corporation is authorized to effect a share dividend or split, as may be appropriate, immediately prior to the consummation of the Offering in such amount as to maintain the number of shares outstanding immediately prior to the Offering at 20% of the Corporation's issued and outstanding Class A Common Stock upon the consummation of the Offering, and the Authorized Officers are hereby authorized to take any such action that they deem necessary or appropriate in order to effectuate such share dividend or split; and be it further

RESOLVED, that, in connection with the Offering, the Corporation is hereby authorized to repurchase or redeem its Class A Common Stock and Class B Common Stock, and all such shares repurchased or redeemed shall be deemed to be cancelled and retired as of such date of repurchase or redemption; and be it further

RESOLVED, that Gary Teplis be, and hereby is, designated as agent of the Corporation authorized and empowered to receive all notices and communications that may be issued by the Commission in connection with the Registration Statement, and to exercise powers conferred by the rules and regulations of the Commission under the Act; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed, in the name and on behalf of the Corporation, to prepare, execute, deliver and file with the Commission a registration statement on Form 8-A, and all amendments and supplements thereto, and all exhibits and other documents relating thereto or required by law or regulation, to become effective immediately upon effectiveness of the Registration Statement, in order to effect the registration of the securities of the Corporation under the 1934 Act, and to do such other acts or things and execute such other documents as each such Authorized Signatory may determine to be necessary, advisable or appropriate to cause such Registration Statement, as amended and supplemented, to comply with the 1934 Act and the rules and regulations thereunder, and to become effective under the 1934 Act and such rules and regulations, such determination to be conclusively evidenced by the taking of any such action; and be it further

APPOINTMENT OF DIRECTORS; RESIGNATION OF DIRECTOR; COMMITTEES OF THE BOARD

RESOLVED, that each of Gavin Isaacs, Thomas Breitling, Sam Galeotos, Hilton Sturisky and Michel Taride be, and hereby are, appointed as directors of the Corporation, effective on the effective date (the "**Effective Date**") of the Registration Statement, to serve until his successor is duly nominated and qualified, or until his earlier death, resignation or removal; and be it further

RESOLVED, that, effective on the Effective Date, each of Gary Teplis, Farris Griggs, Kevin Schubert, Adeel Rouf, Gavin Isaacs, Thomas Breitling, Sam Galeotos, Hilton Sturisky and Michel Taride shall be designated as “directors” and/or “officers” of the Corporation for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “**1934 Act**”); and be it further

RESOLVED, that the Board has considered all relationships (including business and personal relationships) between each of Gavin Isaacs, Thomas Breitling, Sam Galeotos, Hilton Sturisky and Michel Taride, on the one hand, and the Corporation on the other hand, and the Board has concluded that none of these relationships between such directors and the Corporation would interfere with his or her exercise of independent judgment in carrying out the responsibilities of a director, and hereby finds that each such individual has no material relationship to the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company, as required by The Nasdaq Capital Market (“**Nasdaq**”) corporate governance listing standards) and is not disqualified as independent under the applicable rules of Nasdaq; and be it further

RESOLVED, that in accordance with Rule 5605(e)(2) of the Nasdaq rules, a majority of the independent directors may recommend a director nominee for selection by the Board, and the Board believes that each of the independent directors can satisfactorily carry out the responsibility of properly selecting or approving director nominees without the formation of a standing nominating committee, and the directors who will participate in in the consideration and recommendation of director nominees are Gavin Isaacs and Thomas Breitling, and in accordance with Rule 5605(e)(1)(A) of the Nasdaq rules, all such directors are independent; and be it further

RESOLVED, that, while the Corporation has not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess, in general, in identifying and evaluating nominees for director, the Board shall consider educational background, diversity of professional experience, knowledge of the Corporation’s business, integrity, professional reputation, independence, wisdom and the ability to represent the best interests of the Corporation’s stockholders; and be it further

RESOLVED, that, in compliance with the applicable rules of Nasdaq, the Corporation will have regularly scheduled executive sessions at which only independent directors are present (an “**Executive Session**”); and be it further

RESOLVED, that the term of office of all directors and independent directors of the Corporation shall be three years, except for those directors appointed prior to the first annual meeting of stockholders; and be it further

RESOLVED, that Messrs. Sturisky and Taride shall be a Class I directors, with his term of office expiring at the first annual meeting of stockholders; and be it further

RESOLVED, that Messrs. Breitling and Galeotos shall be Class II directors, with their term of office expiring at the second annual meeting of stockholders; and be it further

RESOLVED, that Messrs. Isaacs and Teplis shall be Class III directors, with their term of office expiring at the third annual meeting of stockholders; and be it further

ESTABLISHMENT OF THE COMMITTEES OF THE BOARD

RESOLVED, that each of an Audit Committee and the Compensation Committee of the Board be, and hereby is established, with such power and authority as may be delegated to such committee by the Board from time to time.

RESOLVED, that, effective on the Effective Date, each of the following directors be and hereby is appointed a member, and where indicated, Chairperson, of the committee opposite his name until his appointment ends, until his successor shall be duly elected and qualified or until his earlier death, resignation or removal; and be it further

Name	Committee
Gavin Isaacs	Audit Committee (Chairman)
Thomas Breitling	Compensation Committee (Chairman)
Sam Galeotos	Audit Committee
Hilton Sturisky	Audit Committee
Michel Taride	Compensation Committee

RESOLVED, that, pursuant to the applicable rules of Nasdaq and the rules of the U.S. Securities and Exchange Commission (the “**Commission**”), the Board hereby deems it advisable and in the best interests of the Corporation that the Audit Committee be comprised of at least three independent directors (subject to applicable Nasdaq phase-in rules), each of whom must be financially literate and one of whom must be an “audit committee financial expert” as defined by the rules of the Commission; and be it further

RESOLVED, that pursuant to the applicable Nasdaq rules and the rules of the Commission, each of Messrs. Isaacs, Galeotos and Sturisky be, and each of them hereby is, determined to be financially literate, and that Mr. Isaacs be, and hereby is, determined to qualify as an “audit committee financial expert” as defined by the rules of the Commission; and be it further

RESOLVED, that the purpose, powers and responsibilities of the Audit Committee shall be as set forth in the Audit Committee Charter, substantially in the form presented to the Board (the “**Audit Committee Charter**”); and be it further

RESOLVED, that the Audit Committee Charter be, and hereby is, approved and adopted, effective on the Effective Date; and be it further

RESOLVED, that in connection with the performance of its duties, the Audit Committee shall have (i) unrestricted access to and assistance from the officers, employees and independent auditors of the Corporation and shall be furnished with such resources and support from the Corporation as the Audit Committee shall deem necessary and (ii) the authority to employ, at the expense of the Corporation, such experts and professionals as the Audit Committee shall deem appropriate from time to time; and be it further

RESOLVED, that the Board has reviewed the relevant provisions of applicable Nasdaq rules with regard to the independence of Audit Committee members and has determined that each of Messrs. Isaacs, Galeotos and Sturisky has no relationship to the Corporation that may interfere with the exercise of his or her independence from management of the Corporation; and be it further

RESOLVED, that, pursuant to the applicable Nasdaq rules and the rules of the Commission, the Board hereby deems it advisable and in the best interests of the Corporation that the Compensation Committee be comprised of at least two independent directors, each of whom must not have a relationship with the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member; and be it further

RESOLVED, that, pursuant to the applicable Nasdaq rules and the rules of the Commission, each of Messrs. Breitling and Taride be, and each of them hereby is, determined to have no relationship with the

Corporation which is material to the director's ability to be independent from management in connection with the duties of a Compensation Committee member; and be it further

RESOLVED, that the purpose, powers and responsibilities of the Compensation Committee shall be as set forth in the Compensation Committee Charter, substantially in the form presented to the Board (the "**Compensation Committee Charter**"); and be it further

RESOLVED, that the Compensation Committee Charter be, and hereby is, approved and adopted, effective on the Effective Date; and be it further

RESOLVED, that the Board has reviewed the relevant provisions of applicable Nasdaq rules with regard to the independence of Compensation Committee members and has determined that each of Messrs. Breitling and Taride has no relationship to the Corporation that may interfere with the exercise of his or her independence from management of the Corporation; and be it further

LETTER AGREEMENT

RESOLVED, that the letter agreement (the "**Letter Agreement**") to be entered into by and between the Corporation, the Sponsor and each of the Corporation's directors and officers, substantially in the form presented to the Board, be, and hereby is, authorized and approved in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Letter Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

INDEMNITY AGREEMENT

RESOLVED, that the indemnity agreement (the "**Indemnity Agreement**") to be entered into by and between the Corporation and each of the Corporation's directors and officers, substantially in the form presented to the Board, be, and hereby is, authorized and approved in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Indemnity Agreements, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

REGISTRATION RIGHTS AGREEMENT

RESOLVED, that the registration rights agreement (the "**Registration Rights Agreement**") to be entered into by and among the Corporation, the Sponsor and Holders (as defined in the Registration Rights Agreement) be, and hereby is, authorized, approved and ratified in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Registration Rights Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

PRIVATE PLACEMENT WARRANTS PURCHASE AGREEMENT

RESOLVED, that the private placement warrants purchase agreement (the "**Private Placement Warrants Purchase Agreement**") entered into by and between the Corporation and the Sponsor be, and hereby is, authorized, approved and ratified in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Private Placement Warrants Purchase Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

RESOLVED, that the Class A common stock of the Corporation, par value \$0.0001 per share ("**Class A Common Stock**"), underlying the warrants to be purchased by the Sponsor or its or their designees (the "**Placement Warrants**") pursuant to the Private Placement Warrants Purchase Agreement be, and they hereby are, reserved for issuance; and be it further

WARRANT AGREEMENT

RESOLVED, that the warrant agreement (the "**Warrant Agreement**") entered into by and between the Corporation and Continental Stock Transfer & Trust Company, as warrant agent, be, and hereby is, authorized, approved and ratified in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Warrant Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

ADMINISTRATIVE SERVICES AGREEMENT

RESOLVED, that the administrative services agreement (the "**Administrative Services Agreement**") to be entered into by and between the Corporation and the Sponsor substantially in the form presented to the Board, be, and hereby is, authorized and approved in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Administrative Services Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

INVESTMENT MANAGEMENT TRUST AGREEMENT

RESOLVED, that the investment management trust agreement (the "**Investment Management Trust Agreement**") to be entered into by and between the Corporation and Continental Stock Transfer & Trust Company, as trustee, substantially in the form presented to the Board, be, and hereby is, authorized and approved in all respects; and be it further

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to execute and deliver the Investment Management Trust Agreement, together with such changes thereto as the officer, in such officer's sole discretion shall approve, his or her signature thereon to be conclusive evidence of such approval; and be it further

ADOPTION OF FORM OF UNIT CERTIFICATE

RESOLVED, that the unit certificate, in the form presented to the Board, be, and hereby is, adopted and approved, and that the Authorized Officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to substitute such certificate with an entry into the book-entry account system of the Company's transfer agent (the "**Transfer Agent**"); and be it further

ADOPTION OF FORM OF CLASS A COMMON STOCK CERTIFICATE

RESOLVED, that the Class A Common Stock certificate, in the form presented to the Board, be, and hereby is, adopted and approved, and that the Authorized Officers be, and each hereby is, authorized,

empowered and directed, in the name and on behalf of the Company, to substitute such certificate with an entry into the book-entry account system of the Transfer Agent; and be it further

ADOPTION OF FORM OF WARRANT CERTIFICATE

RESOLVED, that the warrant certificate, in the form presented to the Board, be, and hereby is, adopted and approved, and that the Authorized Officers be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to substitute such certificate with an entry into the book-entry account system of the Transfer Agent; and be it further

APPROVAL OF CODE OF ETHICS

RESOLVED, that the Altitude Acquisition Corp. Code of Ethics, in the form presented to the Board, which is intended to comport with the applicable Nasdaq rules, with such ministerial, administrative or non-substantive changes thereto, or any changes thereto required to comply with applicable law, be adopted and approved in its entirety, be, and hereby is, adopted and approved; and be it further

APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

RESOLVED, that the Board deems it advisable and in the best interests of the Corporation and its stockholders to amend and restate in its entirety the Corporation's amended and restated certificate of incorporation with the Amended and Restated Certificate of Incorporation of the Corporation (the "**Amended and Restated Certificate of Incorporation**"), in substantially the form presented to the Board;

RESOLVED, that the Amended and Restated Certificate of Incorporation is hereby approved and authorized; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and directed to execute and file the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware and to perform such other acts and to execute and deliver such other documents as such Authorized Officers shall deem necessary and appropriate; and be it further

FINRA MATTERS

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to take any and all action and to provide such information (either directly or through the Underwriters) that may be necessary to obtain the approval of the terms of the underwriting by the United States Financial Industry Regulatory Authority, Inc. ("**FINRA**") and such other matters, which, in the opinion of such Authorized Officer, may require the approval of the FINRA.

RESERVATION, ISSUANCE AND DELIVERY OF SECURITIES

RESOLVED, that upon the effectiveness of the Registration Statement, up to \$1,500,000 of private placement warrants that may be issued in repayment of working capital loans made to the Corporation by the Sponsor, the Sponsor's affiliates or certain of the Corporation's officers and directors (the "**Working Capital Warrants**") (as well as the Class A Common Stock underlying such Working Capital Warrants) be, and hereby are, reserved for issuance and when executed, authenticated, issued and delivered in the manner set forth in the agreements governing such working capital loans, will be validly issued, fully paid and nonassessable; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver certificates evidencing the Working Capital Warrants, as may be determined to be applicable, signed, in the name of and on behalf of the Corporation,

and to otherwise approve the form thereof, which may be book-entry, such approval to be conclusively evidenced by his or her original or facsimile signature appearing thereon; and be it further

RESOLVED, that any securities issued by the Corporation in the future may be issued and qualified under the Depository Trust Corporation's DWAC (Deposit/Withdrawal at Custodian) system and may be uncertificated, to the extent so required, if at all, to enable such securities to be capable of being delivered pursuant to the DWAC system; and be it further

APPOINTMENT OF TRANSFER AGENT AND TRUSTEE

RESOLVED, that the appointment of Continental Stock Transfer & Trust Corporation as transfer agent and trustee (the "**Transfer Agent**") of the securities of the Corporation be, and it hereby is, authorized, approved and ratified; and be it further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed to prepare and execute any agreements and documents and take any actions which the Authorized Officers determine to be necessary, advisable or appropriate to effect the appointment of the Transfer Agent, such determination to be conclusively evidenced by the taking of any such action; and be it further

RESOLVED, that the Authorized Officers be, and they hereby are, authorized from time to time to give the Transfer Agent instructions as to the transfer or nontransfer of particular certificates of securities or as to affixing or refraining from affixing legends upon particular certificates or as to refusing to permit any holder to inspect the list of shareholders of the Corporation; and be it further

GENERAL AUTHORIZATION

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to take all such further action, to execute, deliver and file all such further instruments and documents, and to do all such further things, in the name and on behalf of the Corporation and under its corporate seal and otherwise, and to pay all such fees, expenses and taxes, as in their judgment may be necessary or advisable in order to carry out fully the intent and accomplish the purposes of the foregoing resolutions; and be it further

RESOLVED, that all actions previously taken by any officer, director, representative or agent of the Corporation, in the name or on behalf of the Corporation, in connection with the actions and transactions contemplated by the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Corporation; and be it further

RESOLVED, that this Consent may be delivered by facsimile or similar instantaneous electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes.

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has signed this Consent as of the date first written above.

Gary Teplis

[Signature Page to Unanimous Written Consent of the Board of Directors of Altitude Acquisition Corp.]