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Company number 05092653

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF KAGOO LTD (Company)

16-04-2018 "CIRCULATION DATE"

SATURDAY



A22 \*A74U7OA8\* 28/04/2018 #311  
COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 is passed as ordinary resolution "**Ordinary Resolution**"; and
- Resolutions 2, 3 and 4 below are passed as special resolutions (together "**Special Resolutions**").

#### ORDINARY RESOLUTION

##### 1. AUTHORITY TO ALLOT

THAT, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £100 for the purposes of allotting shares authorised under resolution number 4 below provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is three months from the date that this resolution is passed.

#### SPECIAL RESOLUTIONS

##### 2. DISAPPLICATION OF PRE-EMPTION RIGHTS

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 above, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £100 and
- 2.2 expire on the date which is three months from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date)

##### 3. AMENDMENT TO ARTICLES OF ASSOCIATION

THAT the Company's Articles of Association be hereby amended by the incorporation of the following provisions as article number 25

"the directors may if authorised by an ordinary resolution:

- (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve; and
  - (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.
- (2) Capitalised sums must be applied –
- (a) on behalf of the persons entitled, and
  - (b) in the same proportions as a dividend would have been distributed to them.
- (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.
- (5) the directors may:
- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
  - (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
  - c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

**4. AUTHORITY TO ALLOT BONUS SHARES**

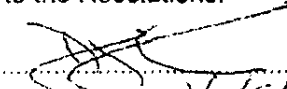
THAT further to the above resolutions the sum of £100 being part of the profit and loss account of the Company be and is hereby capitalised and appropriated as capital to the holder of ordinary shares of £1 each in the capital of the Company as appearing in the register of members as at the close of business on 19 March 2018 and that the directors be and are hereby authorised to apply such sum in paying up in full 100 shares of £1.00 each in the capital of the Company and to allot and issue such new shares, credited as fully paid up, to the holder of the ordinary shares of £1.00 each at the rate of 50 such new shares for every 1 existing share of £1.00 each held by them.

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions together the "**Resolutions**".

The undersigned, a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Daniel James Barlow**  
Date

  
16/04/2018

## NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
  - **By hand:** delivering the signed copy to Thorntons Solicitors Rowan House South Shrewsbury Business Park Shrewsbury SY2 6LG
  - **Post:** returning the signed copy by post to Thorntons Solicitors Rowan House South Shrewsbury Business Park Shrewsbury SY2 6LG
  - **Email:** by attaching a scanned copy of the signed document to an email and sending it to [gina@thorntonslegal.com](mailto:gina@thorntonslegal.com).

If you do not agree to all of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless by 28 days from the Circulation Date sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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 power of attorney or authority when returning this document.