

Company No: 05535565
THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

FOOTASYLUM LIMITED (the "Company")

Passed the 25th day of October 2017


By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution, the following resolutions of the Company were duly passed:

ORDINARY RESOLUTIONS

1. THAT, conditional on the admission of the ordinary shares of the Company to trading on the AIM market of the London Stock Exchange plc ("**Admission**"), the redemption by the Company of 18,700,000 B Preference Shares of £1.00 each in the capital of the Company (the "**Redemption**") and the terms of the redemption agreement ("**Redemption Agreement**"), a copy of which is attached, are hereby approved.
2. THAT, conditional on Admission, the redemption by the Company of the B Preference Shares of £1.00 each in the capital of the Company held by Clare Nesbitt for £2,169,105 pursuant to Redemption and the terms of the Redemption Agreement is hereby approved for the purposes of section 190 of the Companies Act 2006.

SPECIAL RESOLUTIONS

3. THAT, pursuant to the provisions of section 90 of the Companies Act 2006, the Company be re-registered as a public company by the name of "Footasylum plc" (the "**Reregistration**").
4. THAT the articles of association set out in the document produced to this meeting and initialled by the chairman of the meeting, and marked "A" for the purposes of identification (the "**Interim Articles**"), be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

Signed: 

Director

Dated: 25 October 2017

