

HERMEX INTERNATIONAL LIMITED

(registered in England and Wales with Company number 06766829)

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

HERMEX INTERNATIONAL LIMITED ("Company")

2 November 2017 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company (the "Directors") propose that resolution 1 is passed as an ordinary resolution and resolutions 2 and 3 are passed as special resolutions (the "Resolutions").

ORDINARY RESOLUTION

1. THAT, subject to the passing of resolution 3, the Directors be generally and unconditionally authorised to allot such number Preference Shares (as defined in the articles of association proposed to be adopted pursuant to resolution 3 (the "New Articles")) up to an aggregate nominal amount of £220,519 in accordance with Section 551 of the 2006 Act provided that this authority shall, unless renewed, varied or revoked by the Company, expire two weeks following the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require Preference Shares to be allotted after the expiry of such period and the Directors may allot Preference Shares in pursuance of such offer or agreement as if the authority hereby conferred had not expired. This authority shall be in addition to any previous authority to allot relevant securities conferred on the Directors.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of resolution 1 above and resolution 3 below, the Directors be generally empowered to allot Preference Shares pursuant to the authority conferred by resolution 1 above, as if section 561(1) of the 2006 Act

FRIDAY



did not apply to any such allotment in accordance with section 570 of the 2006 Act, provided that this power shall be limited to the allotment of Preference Shares up to an aggregate nominal amount of £220,519 and shall, unless renewed, varied or revoked by the Company, expire two weeks following the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the Preference Shares to be allotted after the expiry of such period and the Directors may allot Preference Shares in pursuance of any such offer or agreement as if the authority hereby conferred had not expired. This authority is in addition to any previous authority to allot relevant securities conferred on the Directors.

3. THAT, the draft New Articles attached to these resolutions be adopted as articles of association of the Company in substitution for, and to the exclusion of, the current articles of association of the Company.

NOTES

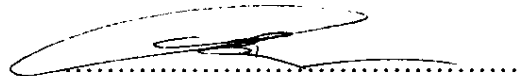
1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - (a) **By hand:** delivering the signed copy to Karl Williams, Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP.
 - (b) **Post:** returning the signed copy by post to Karl Williams, Memery Crystal LLP, 44 Southampton Buildings, London WC2A 1AP.
 - (c) **Fax:** faxing the signed copy to +44(0)20 7424 2058.
 - (d) **Email:** by attaching a scanned copy of the signed document to an email and sending it to kwilliams@memerycrystal.com. Please type "Hermex" in the email subject box.
2. 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.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, by the date falling 28 days from the Circulation Date, sufficient agreement has been 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.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, the eligible members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed by
For and on behalf of
INVEXUS FINANCIAL GROUP LIMITED

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'R' shape, followed by a horizontal line of dots.

Date

...2 November 2017.....

THE COMPANIES ACTS 1985 to 1989

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HERMEX INTERNATIONAL LIMITED

PRELIMINARY

1. (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, The Companies Act 1985 (Electronic Communications) Order 2000, The Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 so far as it relates to private companies limited by shares (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- (b) Any reference in these Articles to "the Act" shall mean the Companies Act 1985 as amended or extended by any other enactment or any statutory re-enactment thereof and any provisions of the Companies Act 2006 for the time being in force.
- (c) Any reference to "Ordinary Shares" shall mean the ordinary shares in the capital of the Company from time to time.
- (d) Any reference to "Preference Share" shall mean the redeemable preference shares of £1 each in the capital of the Company from time to time.
- (e) Any reference to "Preference Amount" shall mean £1.00 per Preference Share.
- (f) Any reference to "Share Sale" means the sale of (or the grant of a right to acquire or to dispose of) any of the shares in the capital of the Company (in one transaction or as a series of transactions) which will result in the purchaser of those shares (or grantee of that right) and persons Acting in Concert with him together acquiring Control of the Company, except where following completion of the sale the Shareholders and the proportion of Shares held by each of them are the same as the shareholders and their shareholdings in the Company immediately prior to the sale. For the avoidance of doubt "Acting in Concert" has the meaning given to it in The City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers (as amended from time to time) and "Control" shall have the meaning ascribed to it in section 1124 of the Corporation Tax Act and 'Controlled' shall be interpreted accordingly. A Change of Control shall be deemed to have occurred with respect to the Company if any person having previously Controlled that body corporate ceases to do so or if any person acquires Control of it.
- (g) Any reference to "Proceeds of Sale" shall mean the consideration payable (including any deferred consideration whether in cash or otherwise to those shareholders selling shares under a Share Sale) less any fees, costs and expenses payable in respect of such Share Sale as approved by an the Controlling Shareholder.

THE COMPANIES ACTS 1985 to 1989

- (h) Any reference to "Controlling Shareholder" shall mean the registered shareholder for the time being of at least 75% of the issued Ordinary Shares.
- (i) Any reference to "Asset Sale" shall mean the disposal by the Company of all or substantially all of its undertaking and assets.
- (j) Any reference to "Arrears" shall mean in relation to any share (including, for the avoidance of doubt, any Preference Share), all accruals, deficiencies and arrears of any dividend or other monies payable in respect of or otherwise in relation to that share, whether or not earned or declared and irrespective of whether or not the Company has had at any time sufficient distributable funds to pay that dividend or other monies, together with all interest and other amounts payable

PRIVATE COMPANY

- 2. The Company is a private company within the meaning of the Act.

ALLOTMENT OF SHARES

- 3.
 - (a) All unissued shares shall be under the control of the directors who may (subject to section 80 of the Act and to article 3(c) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
 - (b) In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
 - (c) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of 5 years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

SHARES

4. In these Articles, unless context requires otherwise, references to shares of a particular class shall include shares allotted and/or issued after the date of adoption of these Articles.
5. Except as otherwise provided in this Articles, the Preference Shares and the Ordinary Shares shall rank *pari passu* in all respects but shall constitute separate classes of shares.
6. Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding-up) with the consent in writing of the holders of more than 75 per cent. in nominal value of the issued shares of that class.
7. The Company shall have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.
8. The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".
9. Regulation 3 in Table A shall not apply to the Company and subject to the provisions of Chapter VII of Part V of the Act the Company may with the sanction of an Ordinary Resolution issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder.

RIGHTS ATTACHING TO SHARES

10. On a distribution of assets on a liquidation or a return of capital (other than a conversion, redemption or purchase of shares) (a "**Liquidation Event**") the surplus assets of the Company remaining after payment of its liabilities shall be applied (to the extent that the Company is lawfully permitted to do so):
 - (a) first in paying each of the holders of Preference Shares, in priority to any other classes of shares, an amount equal Preference Amount or, if there are insufficient assets for such payment in full, *pro rata* to each shareholder's holding of Preference Shares; and
 - (b) the balance of the surplus assets (if any) shall be distributed among the holders of Ordinary Shares *pro rata* to the number of Ordinary Shares held.
11. On a Share Sale the Proceeds of Sale shall be distributed in the order of priority set out in article 10 and the directors shall not register any transfer of shares if the Proceeds of Sale are not so distributed save in respect of any shares not sold in connection with that Share Sale provided that if the Proceeds of Sale are not settled in their entirety upon completion of the Share Sale:
 - (a) the directors shall not be prohibited from registering the transfer of the relevant shares so long as the Proceeds of Sale that are settled have been distributed in the order of priority set out in article 10; and
 - (b) the shareholders shall have taken any action required by the Controlling Shareholder to ensure that the Proceeds of Sale in their entirety are distributed in the order of priority set out in article 10.
12. On an Asset Sale the surplus assets of the Company remaining after payment of its liabilities shall be distributed

(to the extent that the Company is lawfully permitted to do so) in the order of priority set out in article 9 provided always that if it is not lawful for the Company to distribute its surplus assets in accordance with the provisions of these Articles, the shareholders shall take any action required by the Controlling Shareholder (including, but without prejudice to the generality of this article 12 actions that may be necessary to put the Company into voluntary liquidation) so that article 10 applies.

13. The holders of the Ordinary Shares shall have the right to receive notice of and attend and vote and speak at any general meeting of the Company and shall be entitled to vote on any written resolution of the Company. Save, in each case, as provided otherwise in the Act, each such holder present in person or by proxy or by representative shall be entitled on a show of hands to one vote and on a poll or written resolution to one vote for each Ordinary Share held by him.
14. The holders of Preference Shares shall:
 - (a) not have any entitlement to dividends declared by the Company;
 - (b) be entitled to receive notice of and attend a general meeting of the Company but not be entitled to speak or vote at any such meeting; and
 - (c) be entitled to receive, but not vote on or constitute an eligible member for the purposes of any written resolution of the Company.
15. Subject to the Act, the Company may, at any time, redeem all or some of the Preference Shares then in issue and the provisions of articles 16 - 18 shall apply.
16. No less than 10 days prior to redemption of any Preference Shares the Company will give notice to the holders of Preference Shares specifying the total number of Preference Shares to be redeemed, the applicable redemption date and place at which the certificates of such shares are to be delivered for redemption. On the redemption date each of the holders of the Preference Shares will be bound to deliver to the Company at the place specified certificates for those of its Preference Shares which are to be redeemed. On delivery of the certificates the Company will pay to the relevant holder the amount due to him in respect of the redemption. If any certificate includes any Preference Shares not to be redeemed on the relevant redemption date, a new certificate for those Preference Shares will be issued free of charge to the holder.
17. Subject to article 18, the Preference Shares to be redeemed on any occasion will be selected, as nearly as may be, pro rata from the holdings of each holder of Preference Shares.
18. On each redemption, the holder of the Preference Shares being redeemed will be paid an amount in respect of the Preference Shares equal to the Preferred Amount calculated down to and including the date of such redemption.
19. If on any due date for redemption of Preference Shares the Company is prohibited by law from redeeming all or any of the Preference Shares then due to be redeemed, it shall on the due date redeem that number of the Preference Shares as it may then lawfully redeem, and if there is more than one holder whose Preference Shares are due to be redeemed then the Preference Shares shall be redeemed in proportion as nearly as may be to their existing holdings of Preference Shares and the Company shall redeem the balance of those Preference Shares as soon as practical after it is not so prohibited. If the Company fails to make any partial redemption of Preference Shares on any due date for redemption, then subsequent redemptions of Preference Shares shall be deemed to be of those Preference Shares which first became due for redemption.

TRANSFER OF SHARES

20.
 - (a) The directors may, in their absolute discretion, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.
 - (b) If the directors refuse to register a transfer of a share, they shall within two months

after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal, together with their reasons for the refusal. Regulation 25 in Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

21. Every notice convening a General Meeting shall comply with the provisions of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors.
22. Regulation 41 in Table A shall be read and construed as if the words, "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meetings shall be dissolved" were added at the end.
23. In addition to the requirements of Regulation 100 of Table A, the Directors shall also insert in the minute book of the Company a memorandum of all decisions taken by a sole Member when the Company has only one Member which are taken by the Company in General Meeting and which have effect in General Meeting.

DIRECTORS

24. (a) The first Director or Directors of the Company shall be the person or persons named as the first Director or Directors of the Company in the statement delivered under Section 10 of the Act.

(b) The number of the Directors shall be determined by Ordinary Resolution of the Company but unless and until so fixed there shall be no maximum number of Directors and the minimum number of Directors shall be one. In the event of the minimum number of Directors fixed by or pursuant to these Articles or Table A

being one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A or these Articles and expressed to be vested in the Directors generally and Regulation 89 in Table A shall be modified accordingly.

(k) Regulation 64 in Table A shall not apply to the Company.

(l) In any case where, as a result of death, the Company has no Members and Directors, the personal representatives of the last Member to have died shall have the right, by notice in writing, to appoint a person to be a Director and where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member shall be deemed to have survived an older Member.

ALTERNATE DIRECTORS

25. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall during his appointment be an Officer of the Company and shall not be deemed to be an agent of his appointor. Regulation 66 in Table A shall be modified accordingly.

(b) A Director or any other person may act as an alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors, or any committee of the Directors, to one vote for every Director whom he represents in addition to his own vote (if any) as a Director.

BORROWING POWERS

26. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Sections 80 and 380 of the Act to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

PROCEEDINGS OF DIRECTORS

27. Subject to the provisions of Section 317 of the Act, Regulation 94 in Table A shall not apply to the Company and a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum present at any meeting when any such contract or arrangement is under consideration.

28. It shall not be necessary for Directors to sign their names in any book which may be kept for the purpose of recording attendance at meetings.

29. (a) Subject to the following proviso the power of the Directors to regulate their proceedings shall include (if duly approved by the Directors) participation in meetings by conference telephone or any kind of communication or electronic communication (as defined in the Electronic Communications Act 2000) - Provided:-

1) that proper and reasonable notice of the meeting and of the proposal to conduct it in accordance with this Article shall have been given to all persons who are entitled to attend meetings of Directors; and

2) that written minutes of and the transcripts of all resolutions of the Directors at all meetings of Directors which shall be conducted in accordance with this Article shall be certified in writing by all the participating Directors by electronic communication or otherwise to be correct. The reference to "resolutions" in this paragraph means any proposed resolution which to be valid requires proper certification in accordance with this Article.

(b) The date of any resolution passed at any meeting which may be held in accordance with the preceding Article shall be when the transcript of the resolution shall be certified by the last Director to do so.

DISQUALIFICATION OF DIRECTORS

30. The office of a Director shall also be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs and Regulation 81 of Table A shall be modified accordingly.

THE SEAL

31. (a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two directors, by a director and the secretary or, if there is only one director and no secretary in office, by the sole director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

(b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors.

COMMUNICATION BY MEANS OF A WEBSITE

32. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Company to a person by being made available on a website.

PROTECTION FROM LIABILITY

33. (a) For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 256 of the Companies Act 2006. Subject to the provisions of the Companies Act 2006 and without prejudice to any protection from liability which may otherwise apply:

(1) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability; and

(2) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.