

Company Number: 06901909

THE COMPANIES ACT 2006
PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
WEALTH AT WORK HOLDINGS LIMITED
(the "Company")

Circulation Date: *11 May 2016*

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolution below (the "**Special Resolution**") is passed as a special resolution,

Special Resolution

- 1 **THAT** subject to the passing of the Ordinary Resolution and in accordance with section 570 of the Act, the directors be and are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by the Ordinary Resolution, as if section 561 of the Act did not apply to any such allotment, provided that this power shall
- 1 1 be limited to the allotment of equity securities up to an aggregate nominal amount of ^{11,500,000} ~~£14,500,000~~ (exclusive of the equity securities in issue at the date this resolution is passed), and
- 1 2 expire on the date which is five years from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

Agreement

Please read the notes attached to this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions")

We the undersigned (being the only person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions



Signed

A handwritten signature in black ink, consisting of a large loop followed by a horizontal stroke and a small upward flick.

Dated

11th May

2016

Wealth at Work Group Limited

Notes

- 1 If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Period**") using one of the following methods
 - 1 1 **By Hand** delivering the signed copy to the Company's Registered Office
 - 1 2 **Post** returning the signed copy by post to the Company's Registered Office
- 2 If you do not agree with the Special Resolution, you do not need to do anything Failure to respond will not be treated as agreement to the Resolutions
- 3 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement
- 4 The Special Resolution is passed when the required majority of eligible members have signified their agreement to it
- 5 If the Special Resolution is not passed before the end of the Lapse Period it will lapse If the Company receives your signed document after the end of the Lapse Period your agreement to the Special Resolution will be ineffective
- 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

