

**Company Number 07498769**

**MIRACL LIMITED**

(the "**Company**")

Members' written resolutions pursuant to section 283(2) of the Companies Act 2006 (the "**Act**")

Circulation Date ~~18 JANUARY 2018~~ **2017** ("**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 shall take effect as an ordinary resolution and resolutions 2 and 3 shall take effect as special resolutions of the Company (together the "**Resolutions**"):

#### **ORDINARY RESOLUTION**

- 1 THAT the directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot, grant rights to subscribe for or to convert any security into ("Rights"), B ordinary shares of £0.00001 each in the Company up to an aggregate nominal value of £190.9091, provided that this authority is for a period expiring five years from the date of this resolution (unless previously revoked, varied or extended) but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted or Rights to be granted after such expiry and the directors may allot relevant securities or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

#### **SPECIAL RESOLUTIONS**

- 2 THAT any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the 2006 Act) in respect of the allotment and issue of those B ordinary shares of £0.00001 each in the capital of the Company as set out in resolution 1 above are hereby waived or otherwise disapplied.
- 3 THAT the articles of association filed at Companies House on 5<sup>th</sup> June 2017 contained a cross-referencing error at article 3.2 and that the articles of association attached to these Resolutions are therefore the correct version of the articles of association adopted on 5<sup>th</sup> June 2017 and have been in force since that date.

#### **AGREEMENT**

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

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

FRIDAY



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26/01/2018

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COMPANIES HOUSE

## **NOTES**

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
  - 1.1 if you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
  - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
    - 1.2.1 by e-mail: by sending a scanned copy of the signed and dated Resolution to james.harland@miracl.com; or
    - 1.2.2 by hand: by delivering the signed and dated Resolution to 1 Old Street Yard, London, EC1Y 8AF, marked "For the attention of James Harland"; or
    - 1.2.3 by post: by returning the signed and dated Resolution by post 1 Old Street Yard, London, EC1Y 8AF, marked "For the attention of James Harland".
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to the Resolution 1 has been received from members representing more than 50% of the total voting rights, it will be deemed passed. When agreement to the Resolutions 2 and 3 has been received from members representing 75% of the total voting rights, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse.
- 6 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.

For and on behalf of

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duly authorised for and on behalf of  
Silverspark Trust

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SIGNED by  
duly authorised for and on behalf of  
AltaVENTE Ltd

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N Van Someren

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JRP/et

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EPR/et

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**G Myers**

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**D Madden**

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**R Meyer**

  
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**M Chalfen**

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**F Boening**

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**G Conroy**

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M Henderson

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G Gevorgyan

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P Sabev

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I Dimitrova

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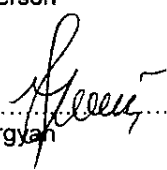
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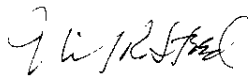
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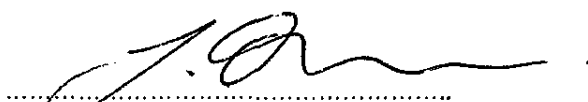
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