

Company Number: 07555986

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**OPUMO LIMITED
(the "Company")**

Circulation Date: 30 NOVEMBER 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "2006 Act"), the directors of the Company propose that the resolutions below (the "Resolutions") be passed as an ordinary resolution of the Company (in the case of resolution 1) and as a special resolution of the Company (in the case of resolution 2):

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of resolution 2, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £13.74 by the creation of 1,374 ordinary shares of £0.01 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire one year from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

SPECIAL RESOLUTION

2. **THAT**, in accordance with section 570 of the Act and article 22 of the Articles, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act and all pre-emption rights contained in the Articles did not apply to any such allotment.


Please read the Notes on the final page of this document before signifying your agreement to the Resolutions.

THURSDAY




A39 *A7KOMR6Z* 13/12/2018 #222
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the 2006 Act, we, the undersigned, being each of the eligible members of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions as set out above.



Nicholas Ayoub

30 NOVEMBER 2018
Date of Signature



Henry Beattie

30 NOVEMBER 2018
Date of Signature

Farouk Ayoub

Date of Signature

Nicola Beattie

Date of Signature

Alexander Beattie

Date of Signature

Tamara Devonshire-Griffin

Date of Signature

William Forster

Date of Signature

Toby Cooper

Date of Signature

Ben Nicholas


Date of Signature

Gustave Voute

Date of Signature

Derek Lovelock

Date of Signature



A director, duly authorised, for and on
behalf of Movement Trading BV

30 NOVEMBER 2018
Date of Signature

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**A director, duly authorised, for and on
behalf of Movement Trading BV**

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Date of Signature



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30 NOVEMBER 2018

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**A director, duly authorised, for and on
behalf of Movement Trading BV**

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Date of Signature

Notes

- 1 *This Written Resolution has been sent to each eligible member who was entitled to vote on the Resolution on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign this Written Resolution.*
- 2 *An eligible member can signify its agreement to the Resolution contained within this Written Resolution by signing the Written Resolution and by either (i) delivering a copy of the signed Written Resolution to an officer of the Company by hand; or (ii) by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.*
- 3 *You may not revoke your agreement to the Resolution once you have signed and returned the Written Resolution to the Company.*
- 4 *If you do not agree to the Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.*
- 5 *The Resolution is passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for an ordinary resolution is eligible members representing more than 50% of the total voting rights of eligible members and the requisite majority for a special resolution is eligible members representing at least 75% of the total voting rights of eligible members.*
- 6 *The Resolution must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If the Resolution is not passed by such date then this Written Resolution will lapse.*
- 7 *Any signed Written Resolution received by the Company after the date falling 28 days after the Circulation Date will not be counted in determining whether the Resolution is passed.*