

Company Number: 07791056

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

KNEXUS GROUP LIMITED

(the "Company")

Circulation Date 18 December 2018

MONDAY



A16 *A7WNQW1C* 07/01/2019 #159
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, we, the undersigned, being the members entitled to attend and vote at any general meeting of the Company in respect of the resolutions set out below, HEREBY AGREE that the following resolutions be passed as ordinary and special resolutions of the Company:

ORDINARY RESOLUTIONS

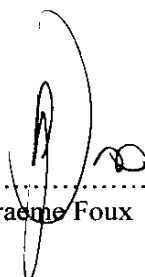
1. **THAT** the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to a maximum nominal amount of £1.71; which authority shall expire on 31 January 2019.

SPECIAL RESOLUTIONS


2. **THAT:**
 - a. the 108 Ordinary Shares of £1 each in the capital of the Company and registered in the name of Graeme Foux shall be subdivided as 108,000 Ordinary Shares of £0.001 each in the capital of the Company; and
 - b. the 12 Ordinary Shares of £1 each in the capital of the Company and registered in the name of Joanne Isaacs shall be subdivided as 12,000 Ordinary Shares of £0.001 each in the capital of the Company; and
 - c. the 15 Ordinary Shares of £1 each in the capital of the Company and registered in the name of Elljay Limited shall be subdivided as 15,000 Ordinary Shares of £0.001 each in the capital of the Company; and
 - d. the 19 Ordinary Shares of £1 each in the capital of the Company and registered in the name of Jeremy Isaacs shall be subdivided as 19,000 Ordinary Shares of £0.001 each in the capital of the Company.

3. **THAT** the directors be given the power to allot up to 1,709 Ordinary Shares of £0.001 each in the capital of the Company as if article 5 of the Company's articles of association did not apply to the allotment.


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


.....
Graeme Foux


18
..... December 2018


.....
Joanne Isaacs

January 2019
4
..... ~~December 2018~~


.....
Elljay Limited

January 2019
4
..... ~~December 2018~~


.....
Jeremy Isaacs

January 2019
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..... ~~December 2018~~

NOTES

If you agree with 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 methods:

By hand: delivering the signed copy to Graeme Foux at Knexus Group Ltd, 61 Conduit Street, London, W1S 2GB.

Post: returning the signed copy by post to Graeme Foux at Knexus Group Ltd, 61 Conduit Street, London, W1S 2GB.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to Graeme.foux@knexusgroup.com. Please enter “written resolutions November 2018” in the mail subject box.

If you do not agree to any of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

However, once you have indicated your agreement to the resolutions, you may not revoke your agreement.

The circulation date of the written resolutions is 18 December 2018 (the “**Circulation Date**”).

Eligible members are the members who would have been entitled to vote on the resolutions on the Circulation Date of the written resolutions.

The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (section 297 Companies Act 2006). Therefore unless, by 15 January 2019, sufficient agreement has been received for a resolution to pass, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.

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.

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.

A written resolution is passed when the required majority of eligible members have signified their agreement to it.