

Company No: 07853934

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

WEALTHIFY GROUP LIMITED (the Company)

CIRCULATION DATE: 1 August 2017

DATE PASSED: 1 August 2017

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose that the following resolution be passed as (in the case of number 1) an ordinary resolution of the Company and (in the case of number 2) special resolutions of the Company (**the Resolutions**)

1 AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,396.66 provided that this authority has not been renewed, waived or revoked by the Company and will expire on the date falling five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

WEDNESDAY



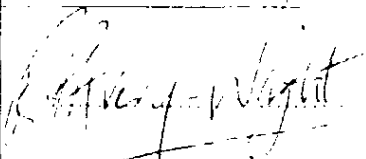
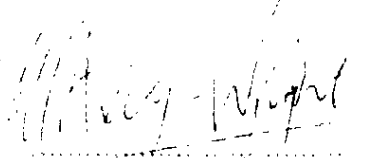
A27 *A6FD9U49* 20/09/2017 #16
COMPANIES HOUSE

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1,396,661 and
- 2.2 expire on the date falling 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.

3 AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date and the sole shareholder of the Company hereby irrevocably agrees to the Resolutions.

NAME	SIGNATURE	DATE
RICHARD THEODOSSIADES	<i>Richard Theodossiades</i>	
RCP GP LIMITED (as general partner of RCP WFY LP)	 a director for and on behalf of RCP GP Limited (as general partner of RCP WFY LP)	1 August 2017
MICHELLE PEARCE	<i>Michelle Pearce</i>	
RCP HOLDINGS LIMITED	 a director for and on behalf of RCP Holdings Limited	1 August 2017

**SEEDRS NOMINEES
LIMITED**

*a director for and on behalf of
Seedrs Nominees Limited*

**THE COUNTY COUNCIL
OF THE CITY AND
COUNTY OF CARDIFF**

*for and on behalf of The
County Council of the City and
County of Cardiff*

GERALD EPSTEIN

Gerald Epstein

RAW NOMINEES LIMITED

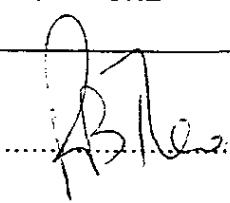
[Signature]
*A director of Raw Nominees
Limited*

1 August

3 AGREEMENT

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

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date and the sole shareholder of the Company hereby irrevocably agrees to the Resolutions.

NAME	SIGNATURE	DATE
RICHARD THEODOSSIADES	 Richard Theodossiades	
RCP GP LIMITED (as general partner of RCP WFY LP) <i>a director for and on behalf of RCP GP Limited (as general partner of RCP WFY LP)</i>	
MICHELLE PEARCE Michelle Pearce	
RCP HOLDINGS LIMITED <i>a director for and on behalf of RCP Holdings Limited</i>	

Notes to shareholder about the proposed Resolutions

- 1 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:
 - 1.1 By hand (by delivering the signed copy to the registered office of the Company), or
 - 1.2 By post (by delivering the signed copy to the registered office of the Company)
- 2 The Resolutions will lapse if sufficient votes in favour of it have not been received within 28 days of the Circulation Date. Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date. If the Company has not received this document from you by then you will be deemed to have voted against the Resolution.
- 3 Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
- 4 In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006, to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
- 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.