

THE COMPANIES ACT 2006

Company No: 7937425

PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions of the Members of

**E-SIGN (UK) LIMITED**

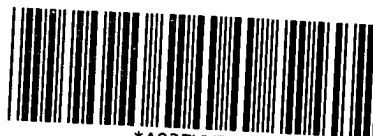
(the 'Company')

On the **5th day of February 2020**, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

Ordinary Resolutions in accordance with section 282 of the Companies Act

1. THAT, in accordance with article 10.1 of the Company's articles of association, the directors be generally and unconditionally authorised, pursuant to section 551 Companies Act 2006 (the Act) to allot equity securities (as defined in s.560 of the Act), to such persons and on such terms as they think proper, up to a maximum number of 9,091 D Ordinary Shares of £0.01 each upon the conversion of the Tranche 2 2024 Loan Note comprising £50,000 D Loan Stock, provided that this authority is in addition to and not in substitution for all previous authorities pursuant to section 551 CA 2006, for a period expiring (unless previously renewed, varied or revoked by the Company) five years from the date of this resolution and such authority shall permit the Company to make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority had not expired.
2. THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot A Ordinary Shares and B Investment Shares of £0.01 each 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 £376.44 provided that this authority shall, unless renewed, varied or revoked by the Company, expires 1 month after 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.
3. THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot A Ordinary Shares of £0.01 each 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 £363.64 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years after 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 resolution shall become effective on the receipt of the relevant subscription monies.

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006

Company No: 7937425

PRIVATE COMPANY LIMITED BY SHARES

Written Resolutions of the Members of

**E-SIGN (UK) LIMITED**  
(the 'Company')

: Special Resolutions in accordance with section 283 of the Companies Act

4. THAT, subject to the passing of resolution 1, the directors be and they are hereby empowered pursuant to Section 570 Companies Act 2006 (the Act) to allot equity securities (as defined in s.560 of the Act) pursuant to the authority conferred by resolution 1 or any renewal thereof for cash or non-cash consideration to any person or persons as if s.561 of the Act did not apply and that the pre-emption rights contained in Article 10.2 of the Articles of Association of the Company be hereby waived and disapplied to any such allotment up to an aggregate number of 9,091 D Ordinary Shares of £0.01 each upon the conversion of the Tranche 2 2024 Loan Note comprising £50,000 D Loan Stock, for a period expiring (unless previously renewed, varied or revoked by the Company) five years from the date of this resolution, 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 such offer or agreement as if the power conferred hereby had not expired

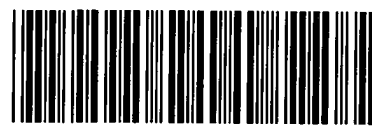
5. THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 did not apply and that the pre-emption rights contained in Article 10.2 of the Articles of Association of the Company be hereby waived and disapplied to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 2 (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.

6. THAT, subject to the passing of resolution 3 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 3, as if section 561(1) of the CA 2006 did not apply and that the pre-emption rights contained in Article 10.2 of the Articles of Association of the Company be hereby waived and disapplied to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 3 (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.

T. Taylor, Director



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29/04/2020

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