

Registered Number: 8188404

MAISTRO LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

**SHAREHOLDERS' WRITTEN RESOLUTION
CIRCULATED ON 12 FEBRUARY 2020
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006**

The following resolutions were passed in writing pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as an ordinary resolution and a special resolution on 25 February 2020.

ORDINARY RESOLUTION

1. **THAT** subject to and conditional upon Resolution 2 being approved the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "**2006 Act**") to exercise all the powers of the Company to allot equity securities of the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "**relevant securities**") up to a maximum aggregate nominal amount of £153,000 in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs last, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked. This resolution is in addition to and supplements all existing.

SPECIAL RESOLUTION

2. **THAT**, subject to and conditional upon Resolution 1 being passed, the Directors be and are hereby empowered pursuant to the articles of association of the Company and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 3 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire 15 months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs last, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied. This resolution is in addition to all existing unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the 2006 Act did not apply.

WEDNESDAY



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11/03/2020

COMPANIES HOUSE

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