

No. 08642156

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF KUDOS INNOVATIONS LIMITED

CIRCULATED ON 14 March 2017 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of Kudos Innovations Limited (the "Company") propose that the following resolutions (the "Resolutions") are passed, in the case of Resolution 1, as an ordinary resolution, and in the case of Resolution 2, as a special resolution.

ORDINARY RESOLUTION

1. **THAT** with effect from the time of passing of this resolution the directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to, and to delegate to any duly constituted committee of the directors the power to, allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £14.21262 provided that this authority is for a period expiring five years from the date of this resolution (unless previously revoked, varied or extended) but so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired. This authority is without prejudice to any previous authority to allot Shares or to grant rights to subscribe for or convert any security into Shares to the extent that such authority is unused as at the date of these Resolutions.

SPECIAL RESOLUTION

2. **THAT** any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising, (including but not limited to under the Company's articles of association or the Act) in respect of the allotment of shares pursuant to Resolution 1, are hereby waived or otherwise disapplied.

Please read the notes overleaf before signifying your agreement to the Resolutions.

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WEDNESDAY



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COMPANIES HOUSE

We, the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

SIGNED by DAVID SOMMER

Dated: 3/14/2017

) David Sommer

SIGNED by MELINDA KENNEWAY

Dated: 3/14/2017

) Melinda Kenneway

SIGNED by CHARLIE RAPPLE

Dated: 3/14/2017

) Charlie Rapple

SIGNED by ANDREW DIXON

Dated: 3/14/2017

) Andrew Dixon

SIGNED by CALLUM CAMPBELL

Dated: 3/15/2017

) Callum Campbell

SIGNED by RICHARD DAVEY

Dated:

) _____

**SIGNED for and on behalf of THE
CONDUIT MEAD COMPANY LIMITED**

Dated: 3/14/2017

) Dorian Andrew Garganini for and on behalf of The

SIGNED by PETER SHEPHERD

Dated: 3/15/2017

) Peter Shepherd

SIGNED by ROBERT CAMPBELL

Dated: 3/15/2017

) Robert Campbell

SIGNED by BRIAN WOOD

Dated: 3/15/2017

) Brian Wood

SIGNED by ANDREW MACKINTOSH

Dated: 3/18/2017

) Andrew Mackintosh

SIGNED by JACQUES DE COCK

Dated: 3/14/2017

) Jacques de Cock

SIGNED by MARK LAWSON

Dated: 3/21/2017

) M. Lawson

SIGNED by DAN CHAMBERLAIN

Dated:

) _____

SIGNED by RATAN GOYAL

Dated: 3/23/2017

) Ratan Goyal

SIGNED by BARBARA BARRETT

Dated: 3/15/2017

) Barbara Barrett

SIGNED by JAMES PETERSON

Dated:

) _____

SIGNED by GRAHAM ELTON

Dated: 3/20/2017

) Graham Elton

**SIGNED for and on behalf of
CHARLESWORTH FAMILY
INVESTMENT COA LTD**

Dated:

)
) _____

SIGNED by HELEN THORNTON

Dated:

) _____

SIGNED by JON CONIBEAR

Dated: 3/21/2017

) Jon Conibear

SIGNED by HERMAN SPRUIJT

Dated:

) _____

**SIGNED for and on behalf of
MONTIKO GMBH**

Dated: 3/14/2017

) J. Hase

SIGNED by DOMINIC ELY

Dated: 3/25/2017

) Dominic Ely

SIGNED by GRAHAM ELTON

Dated:

) _____

**SIGNED for and on behalf of
CHARLESWORTH FAMILY
INVESTMENT COA LTD**

Dated:

) _____
) _____

SIGNED by HELEN THORNTON

Dated:

) _____

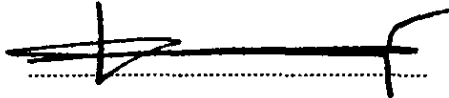
SIGNED by JON CONIBEAR

Dated:

) _____

SIGNED by HERMAN SPRUIJT

Dated: 14/03/2017

)  _____

**SIGNED for and on behalf of
MONTIKO GMBH**

Dated: 3/14/2017

)  _____
) _____

SIGNED by DOMINIC ELY

Dated:

) _____

NOTES:

1. You may choose to agree to all of the Resolutions or none of them; however, you may not agree to some only of the Resolutions.
2. If you agree to all of the Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) by delivering the signed copy personally or sending it by post to Orrick Herrington & Sutcliffe (Europe) LLP, 107 Cheapside, London EC2V 6DN marked for the attention of Katrina Murphy; or
 - (b) by faxing the signed copy to 020 7862 4800 marked for the attention of Katrina Murphy; or
 - (c) by sending a scanned copy of the signed document by email to katrina.murphy@orrick.com.
3. The signed copy of this document should be returned to the Company using one of the above methods as soon as possible and, in any event, so as to be received by the Company by not later than that date which is 28 days from and including the Circulation Date.
4. If any of the Resolutions has not been passed by the date falling 28 days from the Circulation Date, they will lapse.
5. Once you have signified your agreement to the Resolutions, you may not revoke your agreement.
6. If you do not agree to all of the Resolutions, you need not take any action; you will not be deemed to agree to any of the Resolutions if you do not reply.
7. If you are signing this document on behalf of a member under a power of attorney or other authority, please send a copy of the power of attorney or other authority when returning this document to the Company.