

COMPANY NO: 08696604

FRIDAY



**WRITTEN RESOLUTION OF THE SOLE MEMBER
OF
ZAPPAWOO LTD
(The "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions are proposed by the Directors of the Company to be passed as an Ordinary and a Special resolution (as the case may be)

Circulation date: 16 March 2017

I, the undersigned, being the Sole member of the Company eligible to vote on the proposals at the time and date of their circulation, **HEREBY PASS** the following resolutions as an **Ordinary and a Special Resolution (as the case may be)**, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed at the general meeting of the Company duly convened and held:-

Ordinary Resolution

Resolution 1 - to sub-divide the existing Ordinary shares in the Capital of the Company

THAT, in accordance with section 618 of the Companies Act 2006, the 100 ordinary shares of £1 each in the issued share capital of the Company be **sub**-divided into 100,000 ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1 each in the capital of the Company as set out in the Company's Articles of Association for the time being.

Special Resolution

Resolution 2 – to dis-apply pre-emption rights under s.569 of the Companies Act 2006

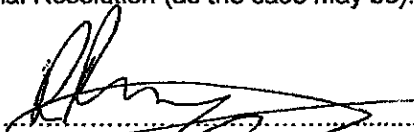
THAT, in accordance with section 569 of the Companies Act 2006, the directors of the Company be generally authorised to allot equity securities (as defined in section 560 of the Companies Act 2006) as if the existing shareholders' right of pre-emption under section 561 of the Companies Act 2006 did not apply to any such allotment provided that this resolution shall cease to have effect where:-

28/3/17

- More than an additional 20,800 ordinary shares of £0.001 each are issued in the Company beyond the existing issued 100,000 ordinary shares of £0.001 each;
- More than 5 years have passed from the date of the passing of this resolution;
- This authority is revoked;
- The Company ceases to be a private company limited by shares; and
- There is more than one class of shares in the capital of the Company."

PLEASE READ THE NOTES BELOW BEFORE SIGNIFYING YOUR AGREEMENT TO THE ABOVE RESOLUTIONS AND NOTE THE DEADLINE FOR DOING SO

I, the undersigned, being the sole member of the Company entitled to vote on the above resolutions at the date of their circulation, hereby irrevocably agree to the proposed Ordinary and Special Resolution (as the case may be):

Signed: 
Robert Rayment – Member

Date: 16TH MARCH 2017 ~

NOTES:

If you agree to the proposed resolutions please signify your agreement by signing and dating this document where indicated on page 2. Please return the signed document in hard copy to Viv Holyoake at Buzzacott LLP, 130 Wood Street, London, EC2V 6DL or in electronic form to holyoakev@buzzacott.co.uk.

This resolution may be signed in counterpart and shall be as valid as if signed on a single copy.

A member's agreement to a written resolution, once signified, may not be revoked.

If you do not agree to the proposed resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.

The deadline for receiving members' agreement to the proposed resolution is 28 days beginning with the date of circulation. Please ensure that your agreement reaches us by this date.

The agreement of a member to the written resolution will be ineffective if signified after the above deadline.

Should the insufficient number of members agree to the proposed resolution, the Company will fail to reach the required majority to pass the resolutions and it will lapse.

In the case of joint holders of the shares, only the vote of the senior holder 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.

If you are signing this document on behalf of a person under a power of attorney or other authority, please forward a certified copy of the relevant power of attorney or other authority when returning this document to the Company.