

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN SPECIAL RESOLUTIONS
- of -
JASMINE TECHNOLOGIES LIMITED
(Company Number: 08838303)**

CIRCULATION DATE: 8 December 2019 ('Circulation Date')



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Special Resolutions are passed ('**Resolutions**').

WRITTEN SPECIAL RESOLUTION

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot A Ordinary Shares and B Investment Shares 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 £5,000 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.

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 be limited to the nominal amount and time period specified in Resolution 1 (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. The authority in this resolution revokes of previous unexercised authority to allot shares in the Company as if section 561(1) of the CA 2006 did not apply.

AGREEMENT

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

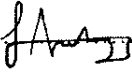
The undersigned, persons entitled to vote on the above resolutions on 8 December 2019 hereby irrevocably agree to those resolutions as indicated below:

Signed by James Middleton: *James Middleton*
Date: 12 / 08 / 2019


Signed by Simon Galvin: 
Date: 12 / 09 / 2019


Signed by Jonas Partner: *Jonas Partner*
Date: 12 / 08 / 2019

Signed by Chris Wood:
Date:

Signed by Gianluca de Arcangelis: 
Date: 12 / 08 / 2019

Signed by Nicola de Arcangelis: *Nicola de Arcangelis*
Date: 12 / 09 / 2019

Signed by Dom Joyce: 
Date: 12 / 08 / 2019

Signed by Khalid Patel: 
Date: 12 / 11 / 2019

Signed by Andrew Lockley: *A Lockley*