

FACILE.IT GROUP LIMITED
(Company No. 09154403)

TUESDAY



WRITTEN RESOLUTIONS of Facile.it Group Limited (the “**Company**”)

Circulation Date: 11 February 2019 (the “**Circulation Date**”)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the “**Special Resolution**”).

SPECIAL RESOLUTION

THAT, (i) the share premium account of the Company be reduced from EUR 9,355,548.31 to EUR 0 and (ii) the share capital of the Company be reduced from EUR 52,015,333 to EUR 330,766 by cancelling and extinguishing 40,447,588 A preference shares of EUR 1.00 nominal value each, 11,077,544 B preference shares of EUR 1.00 nominal value each and 159,435 C preference shares of EUR 1.00 nominal value each, with such reduction amount of EUR 61,040,115.31 being transferred to a reserve of the Company (the “**Capital Reduction**”).

Please read the notes accompanying this document before you signify your agreement to the Special Resolution.

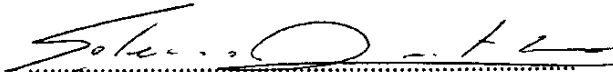
The undersigned being the eligible members entitled to vote on the Special Resolution on the Circulation Date hereby irrevocably agrees to the Special Resolution.

[Signature page follows]

Signed:

for and on behalf of

Date:


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(FEDERICO GUITTARDANO)

Foscolo S.p.A.

11 February 2019
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Notes

1. If you agree to the Special Resolution, please indicate your agreement by signing and dating this document as indicated and returning a hard copy by hand or post, or scanned copy by email, to the Company.

If you do not agree to the Special Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.

2. Your agreement to the Special Resolution, once indicated, may not be revoked.
3. If sufficient agreement has not been received by the date falling 28 days after the Circulation Date for the Special Resolution to pass then the Special Resolution will lapse.
4. In the case of joint holders of shares, only the vote of the senior holder who votes 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.