

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
FRAUGSTER LIMITED (the "Company")

(Passed 23 MAY 2017)

The following resolutions (the "**Resolutions**") were duly passed as written resolutions on the date stated above pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") by the requisite members of the Company.

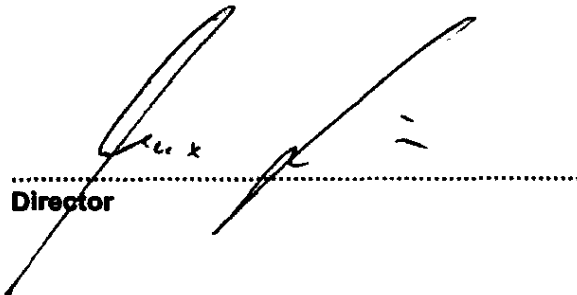
ORDINARY RESOLUTION

1. **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to grant rights to subscribe for or to convert any security into shares in the Company, equal to a maximum amount of 1,393 shares of £0.000001 each in the capital of the Company and to allot shares in the Company pursuant thereto, provided that:
 - a. the authority granted under this resolution shall expire five years after the passing of this resolution;
 - b. the Company may, before such expiry of this resolution, make an offer or agreement 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 such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and
 - c. the grant of rights to subscribe for or to convert security into shares in the Company and allotment of shares in the Company pursuant thereto are in accordance with and pursuant to a convertible loan note to be issued by the Company on or around the date hereof in the aggregate maximum amount of €500,000.



SPECIAL RESOLUTION

2. **THAT** pursuant to the authorities granted in resolution 1 above, and in accordance with section 570 of the Act, the directors be generally empowered to allot such equity securities (as defined in section 560 of the Act) as if section 561(1) of the Act, or the restrictions as to pre-emption provisions in the articles of association of the Company did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.



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Director