

Company number 09354862

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF
PENSIONBEE LIMITED (the "Company")

On 18 November 2020, the following written resolutions were passed as an ordinary resolution in respect of resolution 1 and a special resolution in respect of resolution 2 in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

1. In accordance with clause 10(a) of the Investment Agreement (as defined above) the Directors are authorised to allot 1,741 (one thousand, seven hundred and forty-one) ordinary Shares of £0.001 each in the capital of the Company to the Investor (as defined above) and on the terms set out in: (A) the Subscription Deed (as defined in above), and (B) the Warrant Instrument, subject to, any minor amendment as any Director may in his or her absolute discretion think necessary or desirable; and
2. That any Director is otherwise authorised on behalf of the Company to undertake all things and execute and enter into such agreements, issue such certificates, make such representations, or give such warranties and undertakings as are in each case considered by such Director necessary to effect the Allotment, including for the avoidance of doubt to issue from time to time any warrant, certificates as permitted by and otherwise on terms in accordance with the Warrant Instrument.

SPECIAL RESOLUTION

3. That, subject to the passing of resolutions 1 and 2 above as ordinary resolutions, and, except for the exercise of pre-emption rights pursuant to notice given to the Company on or before 14 November 2020 by an existing Shareholder with respect to such Shareholder's existing holding of Shares, pursuant to which the Company shall allot 87 (eighty-seven) ordinary Shares of £0.001 each in the capital of the Company for a subscription price of £1,148.80 (one thousand, one hundred and forty-eight pounds Sterling, eighty pence) per ordinary Share so allotted, without the attachment to such Shares to be so allotted of any equivalent rights granted to the Investor pursuant to the Warrant Instrument, Articles 6.2, 6.3 and 6.4 (*Allotment of new shares or other securities: pre-emption*) of the Articles of Association of the Company, as adopted and amended as of the date hereof and as may be amended from time to time, in their entirety, with respect to the Allotment, including with respect to the issue of any warrant issued pursuant to the Warrant Instrument, or the exercise of any rights thereunder, and the issue and allotment of any Shares issued pursuant to the exercise of any warrants issued by the Company pursuant to and in accordance with the Warrant Instrument, are hereby irrevocably waived and that, no Shareholder shall hold any pre-emption rights arising out of or with respect to the Allotment or the entering by the Company into the Warrant Instrument, or its operation, or the issue of any Shares pursuant to the Allotment or the exercise of any warrant issued pursuant to the Warrant Instrument.



Director

