

Company No. 09571824

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAPITALRISE FINANCE LIMITED
(the "Company")

Circulation Date 3 December 2019

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the following resolutions (the "Resolutions") are proposed as written special resolutions of the Company,

SPECIAL RESOLUTIONS

1. **THAT**, subject to and conditional on the passing of Resolution 2, in accordance with section 551 of the Act, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot 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 £0.01296, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date 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 ("**Resolution 1**").
2. **THAT**, any rights of pre-emption, whether under the Company's Articles of Association, section 570 of the Act or otherwise be waived or otherwise disapplied in respect of the allotment and issue of shares or any Rights pursuant to the authority granted by Resolution 1 above ("**Resolution 2**").

We, the undersigned, being all of the members of the Company entitled to vote on Resolutions as at the Circulation Date, hereby approve of the Resolutions

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COMPANIES HOUSE

Uma Rajah

Signed by **UMARANY SOMASUNDARARAJAH**

Andrew J Dunn

Signed by **ANDREW JAMES ALASTAIR DUNN**

Alex Michelin

Signed by **CHARLES ALEXANDER MICHELIN**

Signed for or on behalf of **RAA LLP**

Signed for or on behalf of **MONTANIAN LIMITED**

Signed by **GUY FRESHWATER**

Signed by **TIM LEVY**

Signed by **UMARANY SOMASUNDARARAJAH**

Signed by **ANDREW JAMES ALASTAIR DUNN**

Signed by **CHARLES ALEXANDER MICHELIN**

Signed for or on behalf of **RAA LLP**



Signed for or on behalf of **MONTANIAN LIMITED**

Signed by **GUY FRESHWATER**

Signed by **TIM LEVY**

Signed by **UMARANY SOMASUNDARARAJAH**

Signed by **ANDREW JAMES ALASTAIR DUNN**

Signed by **CHARLES ALEXANDER MICHELIN**

R. Tandon

Signed for or on behalf of **RAA LLP**

Signed for or on behalf of **MONTANIAN LIMITED**

Signed by **GUY FRESHWATER**

Signed by **TIM LEVY**

NOTES

If you agree with the Resolutions, please

1. Sign this document above alongside your name or the name of the person on whose behalf you are authorised to act
2. Return the signed document to Olivia Flasch at Cooley (UK) LLP, Dashwood, 69 Old Broad Street, London EC2M 1QS (or to oflasch@cooley.com).
3. Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.