

Company No. 09571824

THE COMPANIES ACT 2006



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CAPITALRISE FINANCE LIMITED

(the "Company")

Circulation Date: 17 September 2020

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), Resolution 1 is proposed as an ordinary resolution and Resolutions 2 and 3 are proposed as written special resolutions of the Company (together the "**Resolutions**").

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Companies Act 2006 (CA 2006), the directors of the Company be unconditionally authorised to allot up to 38,500 B Ordinary Shares of £0.00001 each in the capital of the Company having the rights and subject to the restrictions set out in the articles adopted pursuant to Resolution 3 (the "**B Ordinary Shares**"). Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling five years from the date this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this section has expired.

SPECIAL RESOLUTIONS

2. **THAT**, any rights of pre-emption, whether under the Company's existing articles of association, the New Articles adopted pursuant to Resolution 3, the Act or otherwise be waived or otherwise disapplied in respect of the allotment and issue of the B Ordinary Shares pursuant to the authority granted by Resolution 1 above ("**Resolution 2**").
3. **THAT**, the draft articles of association in the form appended hereto (the "**New Articles**") be adopted by the Company in substitution for and to the exclusion of the existing articles of association of the Company ("**Resolution 3**").

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:

DocuSigned by:
Umarany Somasundararajah
800B2815E28E4B7

Signed by **UMARANY SOMASUNDARARAJAH**

DocuSigned by:
Andrew James Alastair Dunn
18BDE3DD6B944E4

Signed by **ANDREW JAMES ALASTAIR DUNN**

DocuSigned by:
Charles Alexander Michelin
C1FCAE10426C467

Signed by **CHARLES ALEXANDER MICHELIN**

DocuSigned by:
Raakhee Tandon
6B55901198BE4BF

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

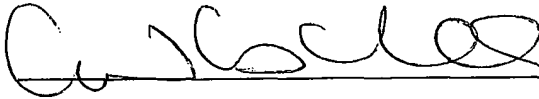
DocuSigned by:
Andrew James Alastair Dunn
18BDE3DD6B944E4

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

Signed by **GUY FRESHWATER**

Signed by **TIM LEVY**

Signed for or on behalf of **SEEDRS NOMINEES LIMITED**

A handwritten signature in black ink, consisting of a series of loops and curves, positioned over a horizontal line.

For OFS Limited
Director

Signed for or on behalf of **MB REVOLT (GUERNSEY) LIMITED**

A long, sweeping handwritten signature in black ink, starting from the left and extending to the right, positioned below the text.

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.