

Company number: 09597755

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS**

**of  
DIGITAL MONEYBOX LIMITED (the "Company")**

2 November

[ ] 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- 1 Resolution 1 below is passed as an ordinary resolution (the "Ordinary Resolution"), and
- 2 Resolutions 2 below is passed as a special resolution (together the "Special Resolutions")

**ORDINARY RESOLUTION**

		FOR	AGAINST
1	<p><b>THAT</b> the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £1 97875, provided that</p> <p>a) the authority granted under this resolution shall expire five years after the passing of this resolution, and</p> <p>b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would 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</p> <p>This authority is in substitution for all subsisting authorities (to the extent unused)</p>	X	



A17 12/01/2016 #48  
COMPANIES HOUSE

### SPECIAL RESOLUTION

		FOR	AGAINST
3	THAT subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, or otherwise, be and hereby are waived in respect of the allotment and issue of up to 197,875 ordinary shares of £0.00001 each in the capital of the Company.	X	

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the Ordinary Resolutions or Special Resolutions (together the "Resolutions").

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

**Note:** To 'vote' for a resolution you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed.

Name



TOMASO CREMONESI

(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date:

5.11.15

### NOTES

1 If you wish to vote in favour of a Resolution please put an 'X' in the box marked 'For' next to that Resolution.

If you wish to vote against a resolution please put an 'X' in the box marked 'Against' next to that Resolution or leave both boxes next to that Resolution blank.

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods:

- 3.1 by post: returning the signed copy by post to Alice Paley at Taylor Vintere LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP; or

### SPECIAL RESOLUTION

		FOR	AGAINST
2	<b>THAT</b> subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, or otherwise be and hereby are waived in respect of the allotment and issue of up to 197,875 ordinary shares of £0.00001 each in the capital of the Company.	✓	

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Signed: \_\_\_\_\_

Name: Walter BERMAN  
(PRINT NAME)

For and on behalf of: LOUIE TRAD TRUST  
(COMPLETE IF MEMBER IS A COMPANY)

Date Nov 11, 2015

### NOTES

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Signed. \_\_\_\_\_

Name: \_\_\_\_\_

(PRINT NAME)

For and on behalf of \_\_\_\_\_

(COMPLETE IF MEMBER IS A COMPANY)

Date

11 November 2015

## NOTES

1

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11

by post returning the signed copy by post to Alice Paley at Taylor Vinters LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP; or

		FOR	AGAINST
	<p>years after the passing of this resolution, and</p> <p>b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would 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.</p> <p>This authority is in substitution for all subsisting authorities (to the extent unused)</p>	X	

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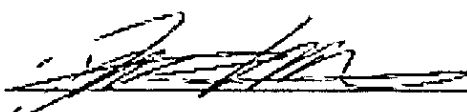
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Signed:



Name:

DOMINIC CRISTOFARI

(PRINT NAME)

For and on behalf of:

\_\_\_\_\_  
(COMPLETE IF MEMBER IS A COMPANY)

Date:

9-11-15

#### NOTES

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- 1.2 by email by attaching a scanned copy of the signed document to an email and sending it to [alice.paley@taylorvinters.com](mailto:alice.paley@taylorvinters.com) Please enter 'Written resolutions' in the email subject box.

If there are no Resolutions that you agree with, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to a Resolution, you may not revoke your agreement.
- 3 These Resolutions will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members. If you agree to any or all of the Resolutions please ensure that your

agreement reaches us on or before this date.

- 4 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

## SPECIAL RESOLUTION

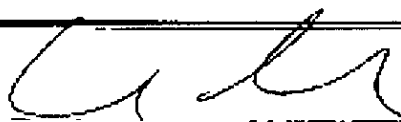
		FOR	AGAINST
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## AGREEMENT


Please read the notes at the end of this document before signifying your agreement to any of the Ordinary Resolutions or Special Resolutions (together the "Resolutions").

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to those Resolutions for which 'X' is marked in the 'For' box above.

**Note:** To 'vote' for a resolution you must sign below AND mark 'X' in the 'For' box for the resolution above.

Signed 

Name CHARLES MORTIMER  
(PRINT NAME)

For and on behalf of   
(COMPLETE IF MEMBER IS A COMPANY)

Date: 9 NOVEMBER 2015

## NOTES

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### SPECIAL RESOLUTION

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Signed: \_\_\_\_\_

Name: BEN STANUAT

(PRINT NAME)

For and on behalf of: \_\_\_\_\_

(COMPLETE IF MEMBER IS A COMPANY)

Date: 9 NOVEMBER 2015

### NOTES

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### SPECIAL RESOLUTION

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### AGREEMENT

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Signed Tomaso Cremonesi

Name, TOMASO CREMONESI  
(PRINT NAME)

For and on behalf of PARSIFAL SAS  
(COMPLETE IF MEMBER IS A COMPANY)

Date, 5.11.15

### NOTES

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### SPECIAL RESOLUTION

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### AGREEMENT

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Signed 

Name IAN MARKS  
(PRINT NAME)

For and on behalf of \_\_\_\_\_  
(COMPLETE IF MEMBER IS A COMPANY)

Date 12<sup>th</sup> Nov 2015.

### NOTES


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## SPECIAL RESOLUTION

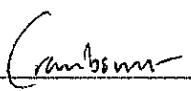
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Signed 

Name ROBERT CRANBORNE  
(PRINT NAME)

For and on behalf of \_\_\_\_\_  
(COMPLETE IF MEMBER IS A COMPANY)

Date 11<sup>th</sup> Nov 2015

## NOTES

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## SPECIAL RESOLUTION

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Signed Carole Weir Grant Collins

Name Carole Weir Grant Collins  
(PRINT NAME)

For and on behalf of BOAL & CO PENSIONS (JERSEY) LIMITED A TRUSTEE OF THE 9564454  
(COMPLETE IF MEMBER IS A COMPANY) INTERNATIONAL PENSION TRUST

Date 10/11/15

## NOTES

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Signed



Name

ALEX COWPER-SMITH

(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date

10/11/14

### NOTES

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Company number: 09597755

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS**

of

**DIGITAL MONEYBOX LIMITED (the "Company")**

2 November

[✓] 2015 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- 1 Resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"), and
- 2 Resolutions 2 below is passed as a special resolution (together the "**Special Resolutions**")

**ORDINARY RESOLUTION**

		FOR	AGAINST
1	<p><b>THAT</b> the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of £1 97875, provided that</p> <p>a) the authority granted under this resolution shall expire five years after the passing of this resolution, and</p> <p>b) the Company may, before such expiry under paragraph (a) above of this resolution, make an offer or agreement which would 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</p> <p>This authority is in substitution for all subsisting authorities (to the extent unused)</p>	X	

### SPECIAL RESOLUTION

		FOR	AGAINST
2	THAT subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, or otherwise, be and hereby are waived in respect of the allotment and issue of up to 197,875 ordinary shares of £0 00001 each in the capital of the Company	X	

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Signed \_\_\_\_\_

Name \_\_\_\_\_

(PRINT NAME)

For and on behalf of \_\_\_\_\_

(COMPLETE IF MEMBER IS A COMPANY)

Date \_\_\_\_\_

### NOTES

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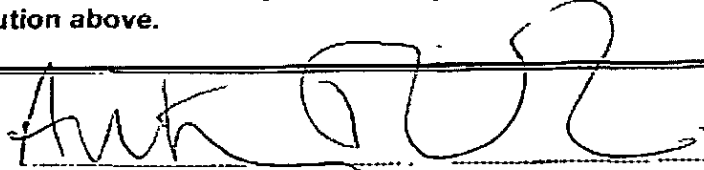
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Signed



Name

ANTHONY BOLTON  
(PRINT NAME)

For and on behalf of

(COMPLETE IF MEMBER IS A COMPANY)

Date

8th November 2015

### NOTES

1

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Company number 09597755

THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTIONS  
of

DIGITAL MONEYBOX LIMITED (the "Company")

2 November

[ ] 2015 (the Circulation Date)

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SPECIAL RESOLUTION

	FOR	AGAINST
2 THAT subject to the passing of resolution 1 above all and any rights of pre-emption arising under the articles of association of the Company or otherwise be and hereby are waived in respect of the allotment and issue of up to 187 875 ordinary shares of £0 00001 each in the capital of the Company	X	

AGREEMENT

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Note To 'Vote' for a resolution you must sign below AND mark 'X' in the 'For' box for the resolution above

Signed T. Sutcliffe  
Name T. Sutcliffe  
(PRINT NAME)  
For and on behalf of \_\_\_\_\_  
(COMPLETE IF MEMBER IS A COMPANY)  
Date 06 NOV 15

NOTES

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### SPECIAL RESOLUTION


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Signed   
 Name N C FITZWILLIAMS  
(PRINT NAME)  
 For and on behalf of \_\_\_\_\_  
(COMPLETE IF MEMBER IS A COMPANY)  
 Date 5.11.2015

### NOTES

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- 3.1 **by post** returning the signed copy by post to Alice Paley at Taylor Vinters LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP, or

- 1 2        by email by attaching a scanned copy of the signed document to an email and sending it to [alice.paley@taylorvinters.com](mailto:alice.paley@taylorvinters.com). Please enter 'Written resolutions' in the email subject box

If there are no Resolutions that you agree with, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2        Once you have indicated your agreement to a Resolution, you may not revoke your agreement
- 3        These Resolutions will lapse if they are not passed before the end of 28 days beginning with the day on which this document is circulated to eligible members. If you agree to any or all of the Resolutions please ensure that your agreement reaches us on or before this date
- 4        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