

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**OF**  
**GROWTHDECK LIMITED (THE "COMPANY")**

SATURDAY



The following resolutions were duly passed as written resolutions of the Company on 19<sup>th</sup> October 2016  
The resolutions were passed as ordinary and special resolutions where indicated

**SPECIAL RESOLUTIONS**

- 1 THAT the acts and omissions of the Company and its members in connection with the allotment of new shares for the period of 8<sup>th</sup> July 2016 to 3<sup>rd</sup> October 2016 (inclusive), be hereby ratified
- 2 THAT the acts and omissions of the Company and its members in connection with the failure to seek pre-emption waivers in connection with the allotment of new shares for the period of 8<sup>th</sup> July 2016 to 3<sup>rd</sup> October (inclusive), be hereby ratified.

**ORDINARY RESOLUTION**

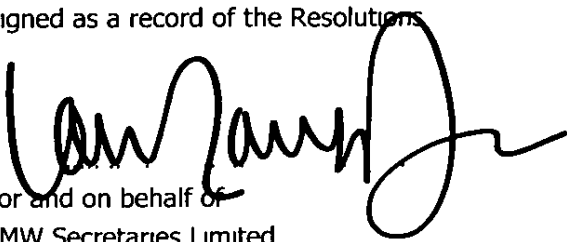
- 3 That, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £1,005,200, with the authority being limited to £5,200 for the Ordinary shares of £0.01 each and £1,000,000 for the A Ordinary shares of £1 00 each, and being inclusive of all issued shares as at the date this resolution is passed, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of 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 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 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act

**SPECIAL RESOLUTION**

- 4 THAT, subject to the passing of the resolution 1, 2 and 3 above, in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 3, as if section 561 of the 2006 Act did not apply to any such allotment, provided that this power shall:
  - 4.1.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £1,005,200, and
  - 4.1.2 expire on the fifth anniversary of the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may,

before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed as a record of the Resolutions

A handwritten signature in black ink, appearing to read 'Van Zand', is written over the text 'For and on behalf of'.

For and on behalf of  
EMW Secretaries Limited  
Secretary