

Company no. 09864205

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF CLEO AI LTD (the "Company")

CIRCULATION DATE: 31 May 2017

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "Resolution").

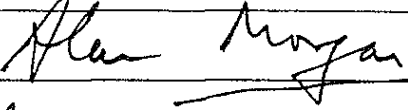
ORDINARY RESOLUTION

1. **THAT**, 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 convert any security into shares in the Company ("Rights") in connection with the entry into a series of convertible loan note instruments with such investors as approved by the directors of the Company up to £2,000,000.00. Provided that this authority shall, unless renewed, varied or revoked by the Company expire on 30 June 2017, save that the Company may, before such expiry, make an offer or agreement which 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.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution as indicated above:

Signed		
Name: (PRINT NAME)	ALAN MORGAN	(PRINT NAME IN BLOCK CAPITALS)
For and on behalf of:		(COMPLETE IF YOU ARE SIGNING ON BEHALF OF A BODY CORPORATE OR OTHER ORGANISATION. GIVE THEIR FULL LEGAL NAME IN BLOCK CAPITALS)
Date:	31/05/17	

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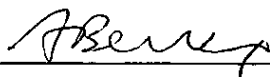
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The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution as indicated above:

Signed		
Name: (PRINT NAME)	ALICE BENTINCK	(PRINT NAME IN BLOCK CAPITALS)
For and on behalf of:	ENTREPRENEUR FIRST GP LIMITED in its capacity as General Partner for and on behalf of ENTREPRENEUR FIRST L.P.	(COMPLETE IF YOU ARE SIGNING ON BEHALF OF A BODY CORPORATE OR OTHER ORGANISATION. GIVE THEIR FULL LEGAL NAME IN BLOCK CAPITALS)
Date:	31/05/17	

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AGREEMENT

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The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution as indicated above:

Signed		
Name: (PRINT NAME)	DAMIAN SIMMONS	(PRINT NAME IN BLOCK CAPITALS)
For and on behalf of:	MAINSRING NOMINEES LIMITED acting as attorney for and on behalf of MAINSRING NOMINEES (2) LIMITED.	(COMPLETE IF YOU ARE SIGNING ON BEHALF OF A BODY CORPORATE OR OTHER ORGANISATION. GIVE THEIR FULL LEGAL NAME IN BLOCK CAPITALS)
Date:	31/05/17	

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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution, hereby irrevocably agrees to the Resolution as indicated above:

Signed		
Name: (PRINT NAME)	ALEXSANDRA UOSIMAA	(PRINT NAME IN BLOCK CAPITALS)
For and on behalf of:		(COMPLETE IF YOU ARE SIGNING ON BEHALF OF A BODY CORPORATE OR OTHER ORGANISATION. GIVE THEIR FULL LEGAL NAME IN BLOCK CAPITALS)
Date:	31/05/17	

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - a. **By Hand/Post:** personally delivering or posting the signed copy to Ashfords LLP, 1 New Fetter Lane, London, EC4A 1AN, marked "for the attention of Giles Hawkins".
 - b. **By E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to g.hawkins@ashfords.co.uk. Please enter "Written Resolution of Cleo AI Ltd " in the e-mail subject box.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
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 other authority when returning this document.
5. Where, by 28 days after the Circulation Date, insufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolution, please indicate your agreement and notify us as soon as possible.