

Registered Number: 09941700

PRIVATE COMPANY LIMITED BY SHARES

RECORD OF RESOLUTION

of

NEOS VENTURES LIMITED (Company)

Passed on 25 July 2018

The following resolution was duly passed as a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTION

THAT, the articles of association of the Company be amended as follows:

- 1.1 The definition of "*Service Provider Shareholder*" shall be amended by the deletion of the words "*and Krystian Zajac*".
- 1.2 The wording "... *as amended from time to time*" shall be added to the end of the definition of "*Shareholders' Agreement*".
- 1.3 The following new article shall be inserted as new article 2.3 (with existing article 2.3 renumbered accordingly):

In the event of a bankruptcy order being made against any Shareholder, or an arrangement or composition being made with any Shareholder's creditors, or where a Shareholder otherwise takes the benefit of any statutory provision for the time being in force for the relief of insolvent debtors, that Shareholder will immediately resign from any office held by him as a Director of the Company.

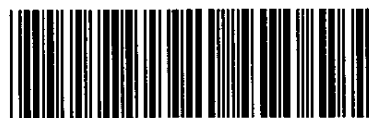
- 1.4 The reference to "*this article 11.4*" in article 11.5 shall be amended to read "*this article 11.5*".

Signed



Company Secretary

THURSDAY



A21 *A7BXWNEØ* 09/08/2018 #14
COMPANIES HOUSE

Company No. 09941700

THE COMPANIES ACT 2006

Written resolutions of the shareholders of

NEOS VENTURES LIMITED

(the "Company")

26 July 2018 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act") the directors of the Company propose that the following resolutions are passed as special resolutions (the "Resolutions"):

1. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

THAT, on the basis of the convertible loan note instrument to be entered into between the Company and Aviva Group Holdings Limited (the "Instrument"), the articles of association be amended as follows:

- (i) The definition of "Series A Subscription Agreement" shall be amended to read as follows:

"Series A Subscription Agreement" means the subscription agreement between Aviva, HSB, the Company, Matthew Poll and Krystian Zajac dated 26 May 2017, as varied by way of deed of amendment between the parties thereto dated on or about 27 July 2018.

- (ii) Article 7.2 shall be amended to read as follows:

To the extent that any of the issued but unvested warrants relating to Ordinary Shares in the Company as at 26 May 2017 do not vest or are not exercised in full, and, as a result, the Preference Shares held pursuant to the Series A Subscription Agreement carry aggregate voting rights in the Company of more than 20% of the total voting rights in the Company, the voting and dividend rights attaching to those Preference Shares (as set out in article 7.1(A) and 7.1(C) above) shall each be limited to 20%.

- (iii) Article 7.3 shall be amended to read as follows:

Preference Shares shall:

- (A) *be convertible into Class A Shares at a ratio of 1:1 at any time at the option of their holders; and*
- (B) *automatically convert into Class A Shares at a ratio of 1:1 in the event of a sale of all or substantially all of the Shares involving a change of Control or an initial public offering of the Company,*

provided that, to the extent that article 7.2 applies to the Preference Shares at the point at which they are converted, those Preference Shares shall convert at a ratio adjusted to

reflect the limitations on voting and dividend rights attaching to the Preference Shares as described in article 7.2.

By order of the board:

A handwritten signature in black ink, appearing to read 'Barry Smith', written over a dotted line.

Barry Smith
Chair and Director