

Company number: 10002103

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

- of -

MOGRIFY LIMITED

(the "Company")

Passed on 2 May 2019

.....2 May..... 2019 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below is hereby passed as an ordinary resolution and that resolution 2 is hereby passed as a special resolution (the "Resolutions"):

ORDINARY RESOLUTION

- 1 **THAT** the directors be generally and unconditionally authorised for the purposes of section 551 of the 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 a maximum aggregate nominal amount of £0.521 in respect of B ordinary shares provided that:
- a) the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - 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.

This authority is in addition to all subsisting authorities to allot shares in the Company to the extent unused.

SPECIAL RESOLUTIONS

- 2 **THAT**, pursuant to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, under the Act or otherwise, be and hereby are waived by the shareholders in respect of the allotment and issue of shares and other securities in the capital of the Company as set out in resolution 1.

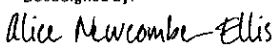
THURSDAY



A23 *A8906I83* 04/07/2019 #129
COMPANIES HOUSE

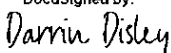
AGREEMENT

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

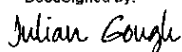
DocuSigned by:

A2CB0506D85148D...

Authorised signatory

For and on behalf of **AHREN INNOVATION CAPITAL**

DocuSigned by:

4B4CABC636B741C.

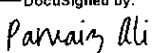
DARRIN DISLEY

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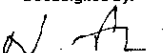
JULIAN GOUGH

JOSE POLO

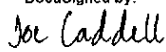
OWEN RACKHAM

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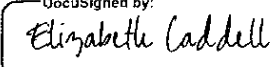
PARVAIZ ALI

DocuSigned by:

BA74E237717A4EC.

NASREEN ALI

DocuSigned by:

FC89D508659B407

JOE CADDELL

DocuSigned by:

F1193DBFA0414F6

.....
ELIZABETH CADDELL

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MIKE GAHAN

.....
STEVE THOMAS

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Authorised signatory
For and on behalf of **24 HAYMARKET**

Notes for Members:

- 1 To signify his/her agreement to the proposed Resolutions set out above each eligible member is requested to sign and return undated these Resolutions to Geoff Dragon at Taylor Vinters LLP, Merlin Place, Milton Road, Cambridge, CB4 0DP. Once eligible members have signified their agreement to the Resolutions their agreement may not be revoked.
- 2 An eligible member may send a scanned signed but undated copy of these proposed written resolutions to geoff.dragon@taylorvinters.com.
- 3 These proposed written 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.