

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS IN WRITING**  
**WONDERBILL LIMITED**  
**(the "Company")**

**Passed on 17<sup>th</sup> August 2020**

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolutions of the Company were duly passed:

**SPECIAL RESOLUTIONS**

1. **THAT**, the 1,199,460 Series A Preferred shares of US\$0.01 each and the 60,550 Series A1 shares of US\$0.01 each in the issued capital of the Company be redesignated as ordinary shares of US\$0.01 each (the "**Ordinary Shares**") to rank pari passu with the existing issued Ordinary Shares.
2. **THAT**, subject to passing of Resolution 1, the entire 3,108,700 Ordinary Shares be consolidated into 31,807 ordinary shares of US\$1.00 each.
3. **THAT**, subject to the passing of Resolutions 1 and 2, the Articles of Association appended to these resolutions be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.
4. **THAT**, subject to the passing of Resolutions 1 and 2, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors be given the power to allot shares in the Company or to grant rights to subscribe for or to convert any security into such shares in the Company under section 550 of the Companies Act 2006. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.
5. **THAT**, subject to the passing of Resolutions 1 and 2, pursuant to the provisions of section 175(5)(a) of the Companies Act 2006, the Directors may authorise matters in which a director has or may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

DocuSigned by:

*Helen Day*

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For and on behalf of Shell Corporate Secretary Limited  
Company Secretary

Dated: 19 August 2020

