

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**Addvantage USA Limited (the "Company")**

**Company number: 10835268**

I, the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at general meetings of the Company, hereby irrevocably agree to the following Special Resolutions.

**SPECIAL RESOLUTIONS**

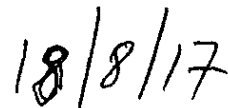
THAT, in accordance with section 569 of the Companies Act 2006 (CA 2006), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment provided that the authority granted by this resolution shall cease to have effect where:

- a. this power is revoked;
- b. the Company ceases to be a private company limited by shares; or
- c. there is more than one class of shares in the Company.



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Daniel Joseph Mitchell



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Date

FRIDAY



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25/08/2017

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COMPANIES HOUSE