

**Written resolutions of the Members of
CROWDSENSE LIMITED
11339494
(the "Company")**

Date: 09 September 2020

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "**Directors**") propose that the following **Resolutions** are passed as special resolutions:

1. **New Articles of Association.** That the Articles of Association of the Company be modified by the implementation of the new attached Articles of Association.
2. **Authority to allot.** That the Directors be generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for, or convert securities into, or otherwise deal in, or dispose of, any shares in the Company in accordance with section 551 of the Companies Act 2006, to any person, at any time and subject to any terms and conditions as the Directors think proper, provided that such authority:
 - a. shall be limited to a maximum nominal amount of £18.67
 - b. shall only apply insofar as the Company has not reviewed, waived or revoked it; and
 - c. may only be exercised for a period of five years from the date this resolution is passed, save that during the period of the authority the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the Directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).
3. **Dis-application of pre-emption rights.** That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power: (i) shall be limited to a maximum nominal amount of £18.67; and (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).

Please read the notes below before signifying your agreement to these resolutions.

SHAREHOLDER RESOLUTION



SIGNED BY:

DocuSigned by:
Rupert Barksfield
07DB1DB8915B4E8
RUPERT BARKSFIELD

SIGNED BY:

DocuSigned by:
Mark Little
45C0D0581DBA442
MARK LITTLE

SIGNED BY:

DocuSigned by:
Seth Ward
EA859C16C8DE478...
SETH WARD

SIGNED BY:

DocuSigned by:
Jason Allan Scott
E070C0C1043342F...
JASON SCOTT

SIGNED BY:

DocuSigned by:
Philip Robert Fletcher
0F00005360E440A...
PHILIP FLETCHER

SHAREHOLDER RESOLUTION

SIGNED BY:

DocuSigned by:
Alberto Rossi
7B41F4583BF6481...
ALBERTO ROSSI

SIGNED BY:

DocuSigned by:
Andrea Rossi
3A0E55D11AEF4A3...
ANDREA ROSSI

SIGNED BY:

DocuSigned by:
Umberto Berlotto
22B4998214F8451...
UMBERTO BERLOTTO

SIGNED BY:

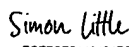
DocuSigned by:
Nicola Berlotto
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NICOLO BERLOTTO

SIGNED BY:

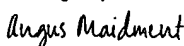
DocuSigned by:
Giovanna Berlotto
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GIOVANNA BERLOTTO

SHAREHOLDER RESOLUTION

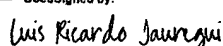
SIGNED BY:

DocuSigned by:

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SIMON LITTLE

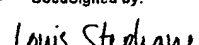
SIGNED BY:

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ANGUS MAIDMENT

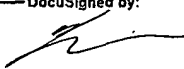
SIGNED BY:

DocuSigned by:

463E5CA512AC497...
LUIS RICARDO JUAREGUI

SIGNED BY:

DocuSigned by:

82AFC13409484D8...
LOUIS STEPHANE

SIGNED BY:

DocuSigned by:

8BAC3D1ECBEC499
LOYAL VC LP
Director, Loyal VC GP Inc. on
behalf of Loyal VC LP

SHAREHOLDER RESOLUTION

SIGNED BY:

DocuSigned by:

Giannello Lupidi

8474A0AB5408448...

TOP SERVIZI S.A.S. DI LUPIDI GIANNELLO E.C.

SIGNED BY:

DocuSigned by:

Gianluca Guerra

846DBBC0E3B54E1...

VIRGILIUS WEALTH I.S. S.R.L.

SIGNED BY:

DocuSigned by:

Stefano Tresca

D8AC04F32F7B425...

STEFANO TRESCA

Acting on behalf of iSeed Ltd

SIGNED BY:

DocuSigned by:

Mark Borwick

3FECE477BBD1468...

MARK BORWICK

SHAREHOLDER RESOLUTION

NOTES:


1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: www.docusign.com.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the circulation date of this Resolution (above), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

SIGNED BY:

DocuSigned by:

971941798AE84C9...
WE HEART DIGITAL LTD

SIGNED BY:


DocuSigned by:

681A8F08ED064A3...
MICHAEL DAVID ANDREWS

SIGNED BY:

DocuSigned by:

A508187E5D82453...
ISAAC HOPKINS

SIGNED BY:

DocuSigned by:

B07CA40105EB4C5...
MARIA EUGENIA HEYECA

SIGNED BY:

DocuSigned by:

1D0426A135EB4B2...
FAITH YURTSERVER

SHAREHOLDER RESOLUTION