

Company Number: 11429498

THURSDAY



A18 *A8G9513D* #90
17/10/2019
COMPANIES HOUSE

Companies Act 2006
WRITTEN RESOLUTIONS
OF
AGEWAGE LIMITED (the "Company")
EFFECTIVE 24th September 2019

Pursuant to Section 690 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve the following written resolutions as an Ordinary Resolution of the Company and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

1. AUTHORITY TO BUY BACK SHARES

THAT pursuant to section 690 of the Companies Act 2006 (the "**2006 Act**") and the Company's Articles of Association, the Company be generally and unconditionally authorised to purchase 15,000 ordinary shares, for a consideration of **NIL** value (as permitted by the Company's articles, the amount being within the financial limits set out in section 692(1ZA) of the Companies Act 2006).

THAT pursuant to section 706 of the Companies Act 2006, as soon as the purchase of own shares is complete, the Company be and is hereby authorised to **cancel** the shares.

THAT to the extent that any of the above authorised actions of any director, lawyers or accountant of the Company have been undertaken prior to the date of this resolution, then those actions are hereby ratified.

SPECIAL RESOLUTIONS

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the Authority to Buy Back resolution 1 above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to buy back equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Buy Back Shares above and as if section 561(1) of the Companies Act 2006 and any preemption rights afforded to each shareholder on transfer including Company buyback did not apply to any such allotment and transfer, provided that this power shall:

- a. be limited to the buyback of equity securities up to an aggregate nominal amount of £150;
and
- b. continue for five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after

such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution has expired.

AGREEMENT

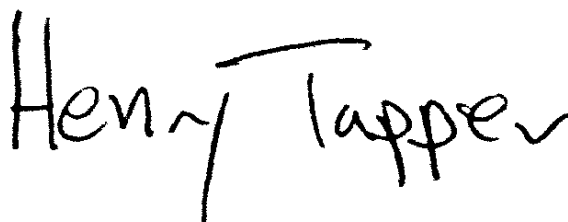
Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, a person entitled to vote on the above resolution, hereby irrevocably agrees to the above resolution.

Name of Shareholder

Signature

Henry Tapper

A handwritten signature in black ink that reads "Henry Tapper". The signature is written in a cursive style with a large, sweeping "H" and a long horizontal line extending from the "y".

HENRY TAPPER

Ritesh Singhanian

Christopher Sier

For and on behalf of

Seedrs Nominees Ltd.

For and on behalf of

F1rst Actuarial

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Name of Shareholder

Signature

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Ritesh Singhania

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24 09 15

Christopher Sier

For and on behalf of

Seedrs Nominees Ltd.

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F1rst Actuarial

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Ritesh Singhania

Christopher Sier



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- b. continue for five years from the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the powers conferred by this resolution has expired.

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Ritesh Singhania

Christopher Sier

KIRSTY GRANT
For and on behalf of

Seedrs Nominees Ltd



For and on behalf of

F1rst Actuarial

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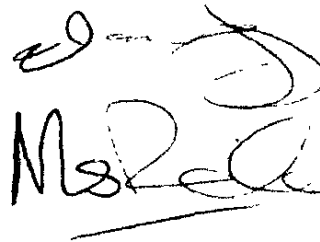
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For and on behalf of

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A handwritten signature in black ink, appearing to read 'Ms. R. Singhania', with a horizontal line underneath.

Name of Shareholder

Andrew Walker

Signature

A handwritten signature in black ink, appearing to read 'Andrew Walker', with a long horizontal flourish extending to the right.

Name of Shareholder

Signature

Andrew Walker

Michael Vann

Judith Vann


Michael Vann⁺
Judith Vann

Name of Shareholder

Andrew Walker

Signature

TERRY ENGLISH

A handwritten signature in black ink, appearing to read "TERRY ENGLISH", with a long horizontal stroke extending to the right.

Name of Shareholder

Signature

Andrew Walker

Philip F J Bennett

Philip F J Bennett

Name of Shareholder

Signature

Andrew Walker

TIM DAVIES

A handwritten signature in black ink, appearing to read 'Andrew Walker'. The signature is written in a cursive style with a large, stylized 'A' and 'W'. A horizontal line is drawn under the signature.