

Company Number: 11429498

Companies Act 2006
WRITTEN RESOLUTIONS
OF
AGEWAGE LIMITED (the "Company")
EFFECTIVE 25th September 2019

Pursuant to Part 13, Section 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in Section 289 of the Companies Act) hereby approve the following written resolution as an Ordinary and Special Resolution of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION

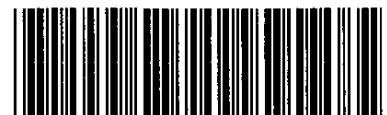
1. AUTHORITY TO CREATE AN OPTION POOL AND AUTHORITY TO ALLOT

THAT, it has been proposed that 38,052 B Ordinary (non-voting) shares of the Company be reserved for issuance upon the exercise of stock options granted to the employees of the Company.

THAT, the Board of Directors deems it to be in the best interests of the Company and its shareholders that the Board of Directors takes such actions as necessary to ensure that this Company has the authority to grant stock options to officers, key employees and such other persons as the Board deems fit as a means of attracting and retaining such persons for the success of this Company.

AND it is hereby resolved that the Company's stock option pool is hereby approved and created to be effective as of the date of adoption of this written resolution and the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £380.52 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares, or adoption of any share option pool, or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

THURSDAY



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COMPANIES HOUSE

SPECIAL RESOLUTIONS

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the Authority to Create an Option Pool and Authority to Allot resolution 1 above, and in accordance with section 570 of the Companies Act 2006, the directors of the Company be generally empowered to reserve for allotment equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by the Authority to Create an Option Pool and Authority to Allot 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 allotment of equity securities up to an aggregate nominal amount of £380.52; 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

Ritesh Singhania



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Christopher Sier

For and on behalf of Seedrs Nominees Ltd.

For and on behalf of F1rst Actuarial

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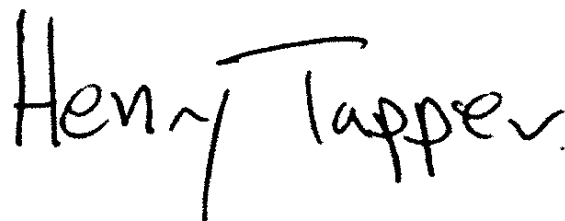
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Name of Shareholder

Signature

Henry Tapper

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Ritesh Singhania

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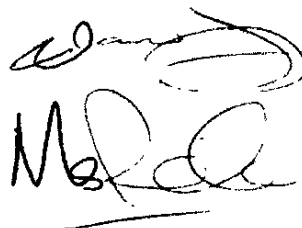
Henry Tapper

Ritesh Singhania

Christopher Sier

For and on behalf of Seedrs Nominees Ltd.

For and on behalf of F1rst Actuarial }



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Signature

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Ritesh Singhania

Christopher Sier

KIRBY GRANT
For and on behalf of Seedrs Nominees Ltd.



For and on behalf of F1rst Actuarial

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Signature

Henry Tapper

Ritesh Singhania

Christopher Sier



For and on behalf of Seedrs Nominees Ltd.

Name of Shareholder

Andrew Walker

Signature

A handwritten signature in black ink, appearing to read "Andrew Walker", written in a cursive style.

Name of Shareholder

Signature

Andrew Walker

Michael Vann

Judith Vann

Michael Vann¹
Judith Vann

Name of Shareholder

Signature

Andrew Walker

Philip F. J. Bennett

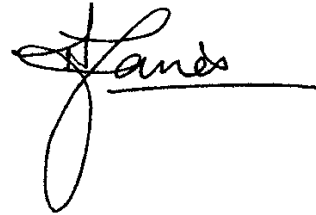
Philip F. J. Bennett

Name of Shareholder

Signature

Andrew Walker

TIM DAVIES

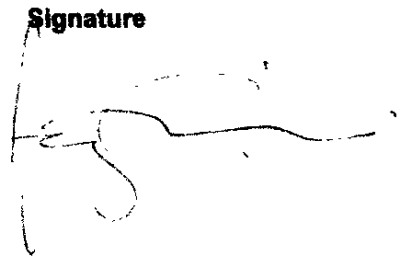
A handwritten signature in black ink, appearing to read 'Andrew Walker', with a long horizontal line extending to the right.

Name of Shareholder

Andrew Walker

Jeffrey English

Signature

A handwritten signature in black ink, appearing to read "Jeffrey English". The signature is written in a cursive style with a large, stylized "J" and "E".