

THURSDAY



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Company number 12292370

A19

11/03/2021

#126

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

ZAUM UK LTD ("Company")

Circulation Date: 13 May 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that resolution 1 and 2 are passed as ordinary resolutions and resolutions 3 and 4 are each passed as special resolutions (each a "**Resolution**" together the "**Resolutions**"):

ORDINARY RESOLUTIONS

1. **THAT**, pursuant to the article 14(1) of the articles of association of the Company, the sole director's conflict of interest in relation to the Company matters to be transacted be dis-applied.
2. **THAT**, in accordance with section 551 of the Act, the sole director be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot three thousand (3,000) ordinary shares of £1.00 each in the capital of the Company (the **New Shares**), provided that this authority shall, unless renewed, varied or revoked by the Company prior to such date, expire twelve months from the date of passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require the New Shares to be allotted after such expiry and the sole director may allot the New Shares in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

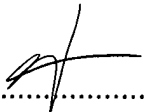
3. **THAT**, subject to the passing of Resolutions 1 and 2, and in accordance with section 570 of the Companies Act 2006, the sole director be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 4, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of the New Shares for a period of twelve months from the date 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 sole director may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.
4. **THAT** the articles of association contained in the document attached to these written resolutions (the **New Articles**) be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

AGREEMENT

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

I, the undersigned, entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by **KAUR KENDER**


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Date

13.05.2020
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NOTES

1. Please indicate your agreement to the Resolutions by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand:** delivering the signed copy to Sheridans, 76 Wardour Street, London, W1F 0UR, marked for the attention of Chinedu Onuchukwu.
 - **Post:** returning the signed copy by post to Sheridans, 76 Wardour Street, London, W1F 0UR, marked for the attention of Chinedu Onuchukwu.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to chinedu.onuchukwu@sheridans.co.uk. Please type "Written Resolution of Zaum UK Ltd" in the email subject box.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless by 28 days after the Circulation Date, sufficient agreement is received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.