

THE COMPANIES ACT 2006

Company No. 09649496

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
**RED SQUIRREL GROUP LIMITED**  
("the Company")

Dated this 4<sup>th</sup> day of June 2019

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolution of the Company pursuant to section 288 of the Companies Act 2006 and hereby agree that the said resolution shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

**THAT**, subject to the Company following the pre-emption provisions set out at article 23.2 of the Company's Articles of Association and the receipt of subscription monies from the relevant investors, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **5,000,000** shares in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 14 months from the date of this resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

**AGREEMENT**

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

The undersigned, as persons entitled to vote on the above resolution hereby irrevocably agrees to the resolution as indicated above:

Signed by: Jason Duncan Anderson [Signature]  
[PRINT NAME] [SIGNATURE]

Date: 04/06/2019

**NOTES**

THURSDAY



A18 \*A870NT5V\* 06/06/2019 #37  
COMPANIES HOUSE

THE COMPANIES ACT 2006

Company No. 09649496

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
**RED SQUIRREL GROUP LIMITED**  
("the Company")

Dated this 4th day of June 2019

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolution of the Company pursuant to section 288 of the Companies Act 2006 and hereby agree that the said resolution shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

**THAT**, subject to the Company following the pre-emption provisions set out at article 23.2 of the Company's Articles of Association and the receipt of subscription monies from the relevant investors, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of 5,000,000 shares in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 14 months from the date of this resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

**AGREEMENT**

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

The undersigned, as persons entitled to vote on the above resolution hereby irrevocably agrees to the resolution as indicated above:

Signed by: .....

GREGORY BLESSON  
[PRINT NAME]

[SIGNATURE]



Date: .....

4th June 2019.

**NOTES**

THE COMPANIES ACT 2006

Company No. 09649496

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
**RED SQUIRREL GROUP LIMITED**  
("the Company")

Dated this 4th day of June 2019

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolution of the Company pursuant to section 288 of the Companies Act 2006 and hereby agree that the said resolution shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

**THAT**, subject to the Company following the pre-emption provisions set out at article 23.2 of the Company's Articles of Association and the receipt of subscription monies from the relevant investors, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **5,000,000** shares in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 14 months from the date of this resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

**AGREEMENT**

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

The undersigned, as persons entitled to vote on the above resolution hereby irrevocably agrees to the resolution as indicated above:

Signed by:

Matthias Seidl

[PRINT NAME]

Matthias Seidl

[SIGNATURE]

Date:

4th June 2019

.....

**NOTES**

THE COMPANIES ACT 2006

Company No. 09649496

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF  
**RED SQUIRREL GROUP LIMITED**  
("the Company")

Dated this 4th day of June 2019

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolution of the Company pursuant to section 288 of the Companies Act 2006 and hereby agree that the said resolution shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

**THAT**, subject to the Company following the pre-emption provisions set out at article 23.2 of the Company's Articles of Association and the receipt of subscription monies from the relevant investors, in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to a maximum of **5,000,000** shares in the Company, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 14 months from the date of this resolution. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted shall be adjusted down accordingly.

**AGREEMENT**

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

The undersigned, as persons entitled to vote on the above resolution hereby irrevocably agrees to the resolution as indicated above:

Signed by: SARAH BLESSON .....  
[PRINT NAME] [SIGNATURE]

Date: 4th June 2019 .....

**NOTES**

1. Once you have indicated your voting intentions please sign and date this document and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Greg Blesson at greg@ing.com.

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
3. Where, such date as is 28 days after the date of this resolution, insufficient agreement has been received to pass the resolution, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us before this date.