

Company number: 10497349

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
INVESTOO LTD

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below be passed as an ordinary resolutions in writing by the members of the Company.

DEFINITIONS

"CA 2006" means the Companies Act 2006.

"Circulation Date" means the date on which these resolutions are circulated to all members of the Company, being 24 October 2018.

"Company" means Investoo Ltd a company incorporated in England and Wales under registered number 10497349.

"Directors" means the board of directors of the Company.

SUB-DIVISION OF SHARES

THAT, in accordance with section 618 of the Companies Act 2006, the nominal value of the ordinary shares in the capital of the Company be sub-divided into 1,000,000 ordinary shares of £0.00001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.

AUTHORITY TO ALLOT AND ISSUE NEW SHARES

THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot and issue up to 501,564 (or such number as may be required to give effect to the conversion to equity of the Company's credit facilities) new ordinary shares in the capital of the Company with a nominal value of £0.00001 per share, to be issued credited as fully paid and to take all steps necessary or desirable in connection therewith.

TUESDAY

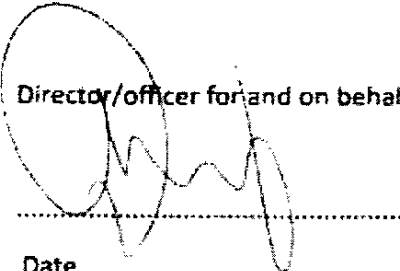


A08 *A7I4I4XV* #313
06/11/2018
COMPANIES HOUSE

This authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the date on which these resolutions (the "Resolutions") are passed.

The undersigned, each being a person entitled to vote on the Resolutions on the Circulation Date or (as the case may be) a person duly authorised to sign on behalf of a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signatories may sign on the same copy of the Resolutions, or separately on any number of counterparts.


.....
Director/officer for and on behalf of **KI CAPITAL LTD**

Date

25/10/2018
.....

Director/officer for and on behalf of **OPTIMIZER INVEST LTD**

.....
Date
.....

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - By hand: delivering the signed copy by hand to David Merry.
 - Post: returning the signed copy by post to David Merry at 7 Harp Lane, London EC3R 6DP.
 - E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to

DM@KI.UK.

You may not indicate your agreement to the Resolutions by any other method.

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, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Company number: 10497349

**COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
INVESTOO LTD**

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TUESDAY

A08

A7I4I4ZF
06/11/2018
COMPANIES HOUSE

#320

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The undersigned, each being a person entitled to vote on the Resolutions on the Circulation Date or (as the case may be) a person duly authorised to sign on behalf of a person entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signatories may sign on the same copy of the Resolutions, or separately on any number of counterparts.

Director/officer for and on behalf of **KI CAPITAL LTD**

.....

Date

.....

Director/officer for and on behalf of **OPTIMIZER INVEST LTD**


.....

Date

25/10/2018
.....

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