

Company number: 10497349

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

TUESDAY



LD6      \*L7DT4HZD\*      #10  
04/09/2018  
COMPANIES HOUSE

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

**DEFINITIONS**

**"CA 2006"** means the Companies Act 2006.

**"Circulation Date"** means the date on which this resolution is circulated to all members of the Company, being Wednesday 29 August 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.

**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 20,000 new ordinary shares in the capital of the Company with a nominal value of £0.01 per share at a premium of £99.99 per share (the **"New Shares"**) and to take all steps necessary or desirable in connection therewith, provided that:

- (a) the Directors shall observe the terms and conditions of the shareholders agreement dated 9 December 2016 to which the Company is a party with respect to the allotment and issue of the New Shares; and
- (b) this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the date on which this resolution (the **"Resolution"**) is passed.

The undersigned, being a person entitled to vote on the Resolution 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 Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

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

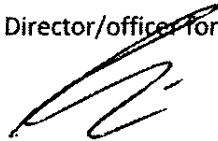
Director/officer for and on behalf of **KI CAPITAL LTD**

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Date

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



.....  
**ANDRE LAVOLD**

Date

**29.08.2018**  
.....

**SAMUEL MIRANDA**

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Date

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**ADAM GRUNWERG**

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Date

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**Company number: 10497349**

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**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
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**AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

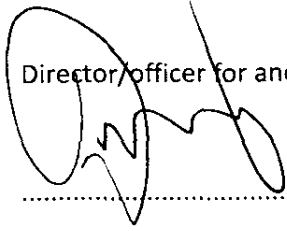
THAT, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot and issue up to 20,000 new ordinary shares in the capital of the Company with a nominal value of £0.01 per share at a premium of £99.99 per share (the **"New Shares"**) and to take all steps necessary or desirable in connection therewith, provided that:

- (a) the Directors shall observe the terms and conditions of the shareholders agreement dated 9 December 2016 to which the Company is a party with respect to the allotment and issue of the New Shares; and
- (b) this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years after the date on which this resolution (the **"Resolution"**) is passed.

The undersigned, being a person entitled to vote on the Resolution 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 Resolution on the Circulation Date hereby irrevocably agrees to the Resolution.

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

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



.....  
Date

**29.08.2018**  
.....

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

.....  
Date

**SAMUEL MIRANDA**

.....  
Date

**ADAM GRUNWERG**

.....  
Date

## NOTES

1. If you agree to the Resolution, 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.

Please enter "Written resolutions dated 29 August 2018" in the e-mail subject box.

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

If you do not agree to 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. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.