

Company number: 12195111

## WRITTEN RESOLUTION

of

Actioncy Tech Limited (**Company**)

October 2019 (the “**Circulation Date**”)

Pursuant to Part 13, Section 2 of the Companies Act 2006, I, the undersigned, being the sole member of the Company who on the Circulation Date is entitled to attend and vote at general meetings of the Company, hereby resolve upon the following written resolutions as an ordinary resolution and special resolution and agree that such resolutions shall be as valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

### **Ordinary Resolution**

RESOLVED

THAT in accordance with section 551 of the Companies Act 2006, 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**”) so that the entire share capital of the Company will not exceed the maximum nominal amount of £1,000,000 comprising all share classes 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.

### **Articles of Association**

RESOLVED

**THAT** the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

Signed by

Christian-Peter Heimbach:

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by email, hand or by post to the registered office of the Company.

You may not return the Resolution to the Company 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 by 15 October 2019 sufficient agreement is 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.

DATE: 4/10/ 2019