

Company number: 13605965

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INVESTENGINE (HOLDINGS) LTD ("Company")

1 April 2022 ("**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company ("**Directors**") propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (together, the "**Resolutions**").

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot:

- (i) 5,471,084 A Ordinary shares in the capital of the Company up to an aggregate nominal amount of £547.11; and
- (ii) 632 B Ordinary shares in the capital of the Company up to an aggregate nominal amount of £0.06,

up to a total aggregate nominal amount of £547.17, having the respective rights and subject to the respective restrictions set out in the articles of association as amended pursuant to resolution 2. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. WAIVER OF PRE-EMPTION RIGHTS

THAT, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot shares pursuant to the authority conferred by Resolution 1, as if section 561 and article 12 of the Company's articles of association did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of shares up to the aggregate nominal value specified in Resolution 1; and

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- b) expire on the date specified in Resolution 1 (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 shares to be allotted after such expiry and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

AGREEMENT

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

We, the undersigned, being the members of the Company entitled to vote on the Resolutions on 1 April 2022, hereby irrevocably agree to the Resolutions.

Signed by **SRSC LTD**

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Simon Crookall
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Date: 1 April 2022

Signed for and on behalf of **HEIMDAL LTD**

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Date:

Signed by **ANDREY DOBRYNIN**

)

Date:

Signed by **ALEKSANDR RUPIN**

)

Date:

Signed for and on behalf of **ADOB HOLDINGS LIMITED**

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Date:

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NOTES

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company using one of the following delivery methods:
 - **By Hand:** Delivering the signed copy to the Company's registered office for the attention of Simon Crookall.
 - **Post:** Returning the signed copy by post to the Company's registered office for the attention of Simon Crookall.
 - **Email:** By attaching a scanned copy of the signed document to an email and sending it to simon@investengine.com . Please enter Written resolutions: Step 1" in the email subject line.
 - **By DocuSign or similar electronic platform (if applicable):** follow the relevant instructions of the electronic platform.

You may not return the Resolutions to the Company 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 by 17:30 on the 28th day following the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on 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.