

**NOTICE OF WRITTEN RESOLUTIONS FOR COMPANIES HOUSE**

**Company No. 06798566**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**PRINT OF RESOLUTIONS OF THE SHAREHOLDERS**

of

**AMPLIFY TRADING LIMITED**

(the "Company")

Passed: 27<sup>th</sup> November 2019

Pursuant to Section 288 of the Companies Act 2006 the holders of a requisite majority of shares giving a right to attend and vote at a general meeting of the Company, on the above date passed the following written resolutions with resolutions 1, 2 and 3 being passed as Ordinary Resolutions and resolutions 4 and 5 being passed as Special Resolutions.

**ORDINARY RESOLUTIONS**

1. **THAT** the share capital of the Company be sub-divided so that each of the issued and issuable A Shares of £1.00 each and B Shares of £1.00 each in the capital of the Company be and are hereby sub-divided into A Shares of £0.0001 each and B Shares of £0.0001 each.
2. **THAT** in accordance with section 551 of CA 2006 the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the capital of the Company ("**Shares**") or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**"), of up to 65,568 Growth Shares of £0.00001 each (the "**Growth Shares**") and 10,000 B Shares of £0.0001 each to be issued pursuant to any share option plan of the Company or upon exercise of current outstanding options and/or warrants;

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 555 of the Act, or otherwise, but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities. This authority shall, unless renewed, varied or revoked by the Company, expire at the end of the period of five years from the date these resolutions are passed 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.

3. **THAT** the Company is approved to buy back a total of 65,568 Growth Shares for a maximum price of £1,000,000 per Growth Share and a minimum price per Growth Share of £0.00001. This authority shall expire on the fifth anniversary of the passing of this ordinary resolution.



## **SPECIAL RESOLUTIONS**

1. **THAT**, subject to the passing of Resolution 1, the draft regulations in the form attached hereto are adopted as the Company's articles of association to the exclusion of and in replacement of the Company's existing articles of association (the "**New Articles**")
2. **THAT**, subject to the passing of Resolution 2 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot Growth Shares and B Shares pursuant to the authority conferred by resolution 2, as if section 561(1) of the CA 2006 and the pre-emption provisions of the New Articles did not apply to such allotment.

Dated: 27<sup>th</sup> November 2019

Director:

A handwritten signature in black ink, appearing to be 'H. S. [unclear]', written over a horizontal line.

*Note: A copy of every special resolution must be sent to Companies House within 15 days of the passing of the resolution (s30 CA 2006).*