

Company number 6862860

SPECIAL RESOLUTIONS

of

WOOSHII LIMITED

("Company")

FRIDAY



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04/09/2015

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COMPANIES HOUSE

Passed on 25 May 2015

The following resolutions were duly passed as special resolutions on 25 May 2015 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 THAT the implementation by the Company of an EMI share option scheme under the Wooshii Limited EMI Share Option Plan in the form attached to these written resolutions ("Plan") be and it is hereby approved
- 2 THAT the grant of share options pursuant to the Plan and in accordance with the terms of specimen EMI option agreements attached to these written resolutions ("Share Option Agreements"), be and are hereby approved
- 3 THAT the directors of the Company be and they are hereby specifically authorised, empowered and directed in the name and on behalf of the Company to complete and enter into any document and to do any act or deed as may be required pursuant to and in accordance with the terms and conditions of the Plan and the Share Option Agreements
- 4 THAT in accordance with article 13 of the Company's articles of association, the shareholders sanction any alteration of in the Company's share capital that will take place upon an allotment of shares pursuant to these Resolutions
- 5 THAT the directors of the Directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,019 50 pursuant to the Plan or if a relevant individual does not qualify for EMI by way of a specific grant or a grant under an unapproved scheme provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 30 April 2020
- 6 THAT the directors of the Company be generally empowered to allot 201,950 ordinary shares of £0 01 each in the capital of the Company pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the Act or any other existing rights of pre-emption however arising did not apply to any such allotment

Signed

Director