

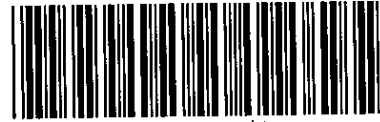
Company number: 07168721

WRITTEN RESOLUTIONS

of

MATCHPINT LIMITED
(the "Company")

THURSDAY



A15 *A863EDS0* 23/05/2019 #97
COMPANIES HOUSE

Passed on 20/05 2019

The following resolutions were duly passed as ordinary and special resolutions on 20th May 2019 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT

1.1 That, in accordance with section 551 of the Act, the directors of the Company from time to time (the "**Directors**") be and are hereby 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**") up to an aggregate nominal amount of £284.00 (in connection with the grant of options over 28,400 ordinary shares of £0.01 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date this Resolution is 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 after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. Save to the extent set out in Resolution 1.2 below, this resolution is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

1.2 That, in accordance with section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant Rights up to a maximum nominal amount of £587.60, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date this Resolution is 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 after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution 1.2 has expired.

Save to the extent set out in Resolution 1.1 above, this Resolution 1.2 is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. **DIS-APPLICATION OF PRE-EMPTION RIGHTS UNDER THE COMPANY'S ARTICLES**

That subject to the passing of Resolution 1 above, in substitution for all existing and unexercised authorities and powers (save to the extent set out in Resolution 1), during the five year period from the date of the passing of this Resolution and in accordance with article 11.2 of the articles of association of the Company (the "**Articles**"), the Directors be and are hereby generally and unconditionally authorised to allot 87,160 ordinary shares of £0.01 each in the capital of the Company pursuant to the authority conferred by Resolution 1, as if articles 11.2 to 11.5 (inclusive) of the Articles did not apply to any such allotment, provided that this power shall:

- a) be limited to the allotment of New Securities up to a maximum number of 87,160 ordinary shares of £0.01 each; and
- b) expire on the date five years from the date this Resolution 2 is passed (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Save to the extent set out in Resolution 1 above, this Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if articles 11.2 to 11.5 (inclusive of the Articles) did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Signed
Director
for and on behalf of
MatchPint Limited



Copy of the Written Resolution

Company number: 07168721

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

MATCHPINT LTD

(the "**Company**")

Circulation Date
2019

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1.1 and 1.2 are passed as ordinary resolutions and resolution 2 is passed as a special resolution (together, the "**Resolutions**");

ORDINARY RESOLUTIONS

1. AUTHORITY TO ALLOT

- 1.1 That, in accordance with section 551 of the Act, the directors of the Company from time to time (the "**Directors**") be and are hereby 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**") up to an aggregate nominal amount of £284.00 (in connection with the grant of options over 28,400 ordinary shares of £0.01 each), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years from the date this Resolution is 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 after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired. Save to the extent set out in Resolution 1.2 below, this resolution is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.
- 1.2 That, in accordance with section 551 of the Act, the Directors be and are hereby generally and unconditionally authorised to allot shares in the Company or grant Rights up to a maximum nominal amount of £587.60, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on

the date five years from the date this Resolution is 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 after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution 1.2 has expired.

Save to the extent set out in Resolution 1.1 above, this Resolution 1.2 is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

2. DIS-APPLICATION OF PRE-EMPTION RIGHTS UNDER THE COMPANY'S ARTICLES

That subject to the passing of Resolution 1 above, in substitution for all existing and unexercised authorities and powers (save to the extent set out in Resolution 1), during the five year period from the date of the passing of this Resolution and in accordance with article 11.2 of the articles of association of the Company (the "**Articles**"), the Directors be and are hereby generally and unconditionally authorised to allot 87,160 ordinary shares of £0.01 each in the capital of the Company pursuant to the authority conferred by Resolution 1, as if articles 11.2 to 11.5 (inclusive) of the Articles did not apply to any such allotment, provided that this power shall:

- c) be limited to the allotment of New Securities up to a maximum number of 87,160 ordinary shares of £0.01 each; and
- d) expire on the date five years from the date this Resolution 2 is passed (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

Save to the extent set out in Resolution 1 above, this Resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if articles 11.2 to 11.5 (inclusive of the Articles) did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Please read the Notes overleaf before signifying your agreement to the Resolutions.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the undersigned, the members of the Company entitled to vote on the Resolutions on the Circulation Date stated above, hereby irrevocably agree to the Resolutions.

.....
Leopold Alexander MacLehose	Date of Signature
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Dan Meththananda	Date of Signature
.....
James Blackburn	Date of Signature
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Harry Osborne	Date of Signature
.....
Marek Gumienny	Date of Signature
.....
Director on behalf of Condesa Holding SAS	Date of Signature
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Camille Boyer	Date of Signature
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Timothy MacLehose	Date of Signature
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Robin Fry	Date of Signature
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Christopher MacLehose

Date of Signature

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Guillaume Bonnier

Date of Signature

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Nick King

Date of Signature

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Pablo Alonso

Date of Signature

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Elliott Kingsman

Date of Signature

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Eugenie Derez

Date of Signature

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Mark Davies

Date of Signature

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Anush Newman

Date of Signature

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Nelly Francoise Hermitant

Date of Signature

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.....

Oliver Lyons

Date of Signature

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Alistair Smith

Date of Signature

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John Agbaje

Date of Signature

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Director

Date of Signature

on behalf of
SVB Holdings S.a.r.l.

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Charles James Sehmer

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Date of Signature

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Rosalind Howes

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Date of Signature

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Luke Sehmer

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Date of Signature

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Felipe Marana

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Date of Signature

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Arnaud Claeys

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Date of Signature

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Martin Claeys

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Date of Signature

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Vincent Desmarie

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Date of Signature

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Ianthe Fry

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Date of Signature

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Charlotte Fry

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Date of Signature

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Jasper Fry

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Date of Signature

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John Sreetharan

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Date of Signature

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Jerome Glynn-Smith	Date of Signature
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Karen Jones	Date of Signature
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Charlie Green	Date of Signature
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Adam Signy	Date of Signature
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Nick Rose	Date of Signature
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Michael Rosen	Date of Signature
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Joseph McCarthy	Date of Signature
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Polly McCarthy	Date of Signature
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Gavin Breeze	Date of Signature

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Tom Hoppe

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Date of Signature

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Richard Campin

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Date of Signature

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Julian Brown

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Date of Signature

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David Mitchell

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Date of Signature

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David Melvin

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Date of Signature

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Jean-Lou Rihon

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Date of Signature

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Gilbert Chalk

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Date of Signature

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Paul Tselentis

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Date of Signature

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Simon Leefe

Date of Signature

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Director
on behalf of
Alpha Holdings S.a.r.l.

Date of Signature

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Director
on behalf of
Allomatch S.a.r.l.

Date of Signature

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Director
on behalf of
Paylux S.a.r.l.

Date of Signature

Notes

1. If you agree to the Resolutions please sign and date this document overleaf on the dotted line where indicated and return it to the Company using one of the following methods, in each case by no later than 5pm on the date 28 days after the Circulation Date stated overleaf:
 - by hand or by post to the Company's registered office at 3A Westbourne Road (Basement), Islington, London N7 8AR; or
 - by attaching a scanned copy of the signed document to an email and sending it to Leopold Alexander MacLehose.
2. 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.
3. The Resolutions will lapse if the agreement of the required majority of eligible members is not received by the Company by 5pm on the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Resolutions are passed.
4. The Resolutions are passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
5. You may not revoke your agreement to the Resolutions once you have signed and returned this document to the Company.
6. 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.