

Company number: 07503666

THE COMPANIES ACTS 1985-2006  
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION[S]

of

NUTMEG SAVING AND INVESTMENT LIMITED

(the "Company")

Passed on 12 August 2019

THURSDAY



Pursuant to chapter 2 of part 13 of the Companies Act 2006, the following special resolutions were duly passed by the company as written resolutions:

SPECIAL RESOLUTIONS

1. **That** the proposed transfer of up to an aggregate of 791,037 shares of £0.001 each in the capital of the Company held by certain existing shareholders of the Company to Balderton Capital SF I SLP ("**Balderton**"), Taipei Fubon Commercial Bank Co., Ltd. ("**Fubon**"), Glenn Earle, Brian Healy and Sajor Capital Investments LLC pursuant to the sale and purchase agreement(s) to be entered into following the date of passing of these Resolutions (the "**Share Transfer**") be and is hereby approved and that all and any co-sale rights and pre-emption rights contained in the Company's articles of association or otherwise (including articles 34 and 35 of the Company's articles of association) be waived and shall not apply to the Share Transfer.
2. **That**, subject to the passing of resolution 1, immediately following but conditional on completion of the Share Transfer, any shares transferred pursuant to the Share Transfer to Balderton shall be converted on a one for one basis into C preferred ordinary shares of £0.001 each in the capital of the Company ("**C Preferred Ordinary Shares**") and D preferred ordinary shares of £0.001 each in the capital of the Company ("**D Preferred Ordinary Shares**"), pro rata to Balderton Capital V, L.P.'s holding of C Preferred Ordinary Shares and D Preferred Ordinary Shares immediately prior to the Share Transfer (all such shares, upon such conversion, having the relevant rights and restrictions set out in the Company's articles of association).
3. **That**, subject to the passing of resolution 1, immediately following but conditional on completion of the Share Transfer, any shares transferred pursuant to the Share Transfer to Fubon shall be converted on a one for one basis into D preferred ordinary shares of £0.001 each (all such shares, upon such conversion, having the relevant rights and restrictions set out in the Company's articles of association).
4. **That**, subject to the passing of resolution 1, immediately following but conditional on completion of the Share Transfer, any shares transferred pursuant to the Share Transfer to Glenn Earle shall be converted on a one for one basis into ordinary shares of £0.001 each in the capital of the Company ("**Ordinary Shares**"), C Preferred Ordinary Shares and D Preferred Ordinary Shares, pro rata to Glenn Earle's holding of Ordinary Shares, C Preferred Ordinary Shares and D Preferred Ordinary Shares immediately prior to the Share Transfer (all such shares, upon such conversion, having the relevant rights and restrictions set out in the Company's articles of association).

  
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**Director**

PRESENTED BY:

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