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27/11/2020

#112

COMPANIES HOUSE

Company number: 07527455

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTIONS

of

EMERGENCY CASH LIMITED
(the "Company")

Date: 20 November 2020 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the sole director of the Company proposes the following resolutions to be passed as special resolutions (resolutions 1 and 2) and ordinary resolutions (resolutions 3 and 4):

SPECIAL RESOLUTION

1. **That** the articles of association appended to these resolutions and initialled by the sole director of the Company for the purpose of identification be adopted as the articles of association of the Company with immediate effect in substitution for, and to the exclusion of, the existing articles of association.
2. **That** the sole director and/or the directors of the Company from time to time be empowered to allot and issue 1,000,000 convertible redeemable preference shares of £1.00 each in the capital of the Company and any ordinary shares that arise on conversion of such convertible redeemable preference shares as if article 9.3 of the articles of association adopted pursuant to resolution 1 did not apply to any such allotment or conversion, provided that this authority shall expire on the date that is 12 months from the Circulation Date.

ORDINARY RESOLUTION

3. **That**, in accordance with article 22 of the articles contained in Schedule 1 to the Companies (Model Articles) Regulations 2008, which forms part of the articles of association of the Company adopted pursuant to resolution 1, the creation of a new class of convertible redeemable preference shares in the capital of the Company, each having the rights and subject to the respective restrictions set out in the articles of association adopted pursuant to resolution 1, be approved.
4. **That**, in accordance with section 551 of the Act, the sole director and/or the directors of the Company from time to time be generally and unconditionally authorised to allot and issue:
 - (a) convertible redeemable preference shares of £1.00 each in the capital of the Company up to an aggregate nominal amount of £1,000,000; and
 - (b) ordinary shares in the capital of the Company up to an aggregate nominal amount of £1,000,000,

each having the respective rights and subject to the respective restrictions set out in the articles of association of the Company adopted pursuant to resolution 1. Unless renewed, varied or revoked by the Company, this authority shall expire on the fifth anniversary of the Circulation Date of this resolution, 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 subscribe for or convert securities into shares to be granted after such expiry and the director may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired.

This authority 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 or offered or agreed to be made pursuant to such authorities.

Please read the notes below before signifying your agreement to the resolutions.

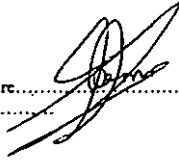
The undersigned, each being a person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the resolutions.

Signed by
(print name of signatory)

for and on behalf of AMBRIAN
INVESTMENTS LIMITED

Date: 11 November 2020

Signature.....
.....



Signed by
(print name of signatory)

for and on behalf of EQUINOX
SYSTEMS LIMITED

Date: _____

Signature.....
.....

Signed by TANIA GUADALUPE Signature.....
.....

Date: _____

Signed by STEVEN ISAACS Signature.....
.....

Date: _____

Signed by LISA LANG Signature.....
.....

Date: _____

Signed by
(print name of signatory)

for and on behalf of LOUVRE
TRUSTEES LIMITED as trustees of
the Star EBT

Date: _____

Signature.....
.....

Signed by

Signature.....
.....

Signed by Signature.....

(print name of signatory)

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date: _____

Signed by CHRIS EATON.....

Signature..... 

(print name of signatory)

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date: 10 November 2020

Signed by **TANIA GUADALUPE**

Signature.....

Date: _____

Signed by **STEVEN ISAACS**

Signature.....

Date: _____

Signed by **LISA LANG**

Signature.....

Date: _____

Signed by

(print name of signatory)

Signature.....

for and on behalf of **LOUVRE TRUSTEES
LIMITED** as trustees of the Star EBT

Date: _____

Signed by Signature.....

(print name of signatory)

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date: _____

Signed by Signature.....

(print name of signatory)

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date: _____

Signed by **TANIA GUADALUPE**

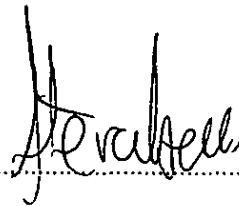
Signature.....

Date: _____

Signed by **STEVEN ISAACS**

Signature.....

Date: 10/11/2020



Signed by **LISA LANG**

Signature.....

Date: _____

Signed by

(print name of signatory)

Signature.....

for and on behalf of **LOUVRE TRUSTEES
LIMITED** as trustees of the Star EBT

Date: _____

Signed by Signature.....

(print name of signatory)

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date:

Signed by Signature.....

(print name of signatory)

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date:

Signed by **TANIA GUADALUPE**

Signature.....

Date:

Signed by **STEVEN ISAACS**

Signature.....

Date:

Signed by **LISA LANG**

Signature..... 

Date: 9/11/2020

Signed by

(print name of signatory)

Signature.....

for and on behalf of **LOUVRE TRUSTEES
LIMITED** as trustees of the Star EBT

Date:

Signed by
(print name of signatory)

Signature.....

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date: _____

Signed by
(print name of signatory)

Signature.....

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date: _____

Signed by **TANIA GUADALUPE**

Signature.....

Date: _____

Signed by **STEVEN ISAACS**

Signature.....

Date: _____

Signed by **LISA LANG**

Signature.....

Date: _____

Signed by
(print name of signatory)

Signature.....

for and on behalf of **LOUVRE TRUSTEES
LIMITED** as trustees of the Star EBT

Date: _____

Signed by
(print name of signatory)

Signature.....

for and on behalf of **TEVALEE L.P**

Date: NOVEMBER 1st, 2020



DAVID C. METRICK

Signed by Signature.....

(print name of signatory)

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date: _____

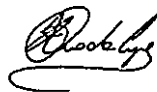
Signed by Signature.....

(print name of signatory)

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date: _____

Signed by **TANIA GUADALUPE**



Signature... ..

Date: 20/11/2020_____

Signed by **STEVEN ISAACS**

Signature.....

Date: _____

Signed by **LISA LANG**

Signature.....

Date: _____

Signed by

(print name of signatory)

Signature.....

Signed by Signature.....

(print name of signatory)

for and on behalf of **AMBRIAN
INVESTMENTS LIMITED**

Date: _____

Signed by Signature.....

(print name of signatory)

for and on behalf of **EQUINOX SYSTEMS
LIMITED**

Date: _____

Signed by **TANIA GUADALUPE** Signature.....

Date: _____

Signed by **STEVEN ISAACS** Signature.....

Date: _____

Signed by **LISA LANG** Signature.....

Date: _____

Signed by 

(print name of signatory)

for and on behalf of **LOUVRE TRUSTEES
LIMITED** as trustees of the Star EBT

Date: 12 November 2020

Signature.....

STEPHEN WOODHAM