

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

UNIPLACES LIMITED (the "Company")

CIRCULATION DATE: ..... 8 November ..... 2018

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that:-

1. resolution 1 is passed as an ordinary resolution; and
2. resolutions 2 and 3 below are passed as special resolutions,  
(together, the "Resolutions").

ORDINARY RESOLUTION

1. **THAT**, in substitution of any previous authority, the directors be generally and unconditionally authorised, in accordance with section 551 of the Act to allot and issue equity securities (as defined in section 560 of the Act) in the Company and to grant rights to subscribe for, or to convert any security into, shares of the Company ("**Rights**"), up to a maximum aggregate nominal amount of:

1.1 £310.7345 generally; and

1.2 an additional £487.9057 in respect of options over equity securities only; and

provided that the authority under:

1.3 sub-paragraph 1.1 will expire on the date being 6 calendar months; and

1.4 sub-paragraph 1.2 will expire on the date being five years,

from the date on which this Resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require equity securities to be allotted and issued or Rights to be granted (as appropriate) after this authority expires and the directors may allot and issue equity securities and grant Rights pursuant to any such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of Resolution 1, in substitution of any previous authority and in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act and Article 5 of the Company's articles of association did not apply to any such allotment, provided that this authority shall expire on the

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date being five years from the date on which this Resolution 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 and issued after such expiry and the directors may allot and issue equity securities pursuant to any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

3. **THAT**, the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

### **Agreement**

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, being persons entitled to vote on the date of these Resolutions hereby irrevocably agree to the Resolutions.

.....  
For and on behalf of **Octopus Titan VCT plc**

.....  
For and on behalf of **Octopus Investments Nominees Limited**

Nicole Ramroop



Director of the General Partner, Atomico Advisors III, Ltd.

.....  
For and on behalf of **Atomico III, L.P.**

Roger Hanson



Director of the General Partner, Atomico Advisors III, Ltd.

.....  
For and on behalf of **Atomico III (Jersey), L.P.**

.....  
For and on behalf of **Shilling Capital Partners, S.A.**

.....  
For and on behalf of **Reiter Startup Limited**

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For and on behalf of **Octopus Titan VCT plc**

DocuSigned by:  
  
.....43B56084F90B4A6.....

For and on behalf of **Octopus Investments Nominees Limited**

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For and on behalf of **Atomico III, L.P.**

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For and on behalf of **Studyportals B.V.**

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For and on behalf of **Fundo de Capital de Risco Empreender Mais – Caixa Capital**

.....  
For and on behalf of **Sweet Capital Fund 1 Limited**

.....  
**Rob McClatchey**

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**Alex Chesterman**

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**William Reeve**

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**Yuanzhe Fu**

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For and on behalf of **Monkfish Invest NR. 1 GmbH**

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**Joseph Bachour**

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For and on behalf of **StudyPortals B.V.**

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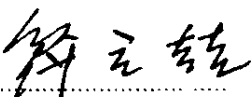
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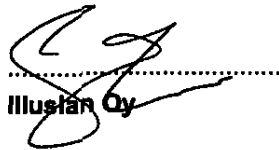
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**Illustan Oy**

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**Siraj Khaliq**

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For and on behalf of **Rockwood AB**

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For and on behalf of **Harlequin Nominees Limited**

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For and on behalf of **JS Overseas Holdings Limited**

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**Bo Feng**

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**Henrique De Castro**

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**Jason Goodman**

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**Antonio Murta**

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For and on behalf of **Mol Ventures Ughb**

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**For and on behalf of RS Trust GmbH**

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**Antonio Belmar de Costa**

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**Paulo Goncalves**

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**Tiago Tomas**

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**Eduardo Oliviera**

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**Miles Rhule**

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**Tom Blake Wilson**

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**Jeremy Nicholls**

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**Richard Gibson**

  
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**Benjamin Joseph Grech**

  
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**Luis Miguel Gonçalves Vieira Santo Amaro**

  
.....  
**Mariano Alejandro Kostelec**

### **Notes**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail to Ben Grech ([ben@uniplaces.com](mailto:ben@uniplaces.com)).

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. In returning the Resolutions as provided, you are irrevocably authorising Ben Grech to hold the signed Resolutions as your agent until Ben Grech in his complete discretion delivers the Resolutions to the Company on your behalf.
4. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holder appear in the register of members.
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.