

Written resolutions of the Members of
CONVIBO LTD
08780184
(the "Company")

FRIDAY



Circulation Date: 21 August 2018

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "Directors") propose that the following Resolutions are passed as special resolutions:

1. **Subdivision.** That the Company shall sub-divide its current 49,764 shares with a nominal value of £0.001 each into 497,640 shares with a nominal value of £0.0001 each.
2. **THAT** the articles of association of the Company be modified by the replacement of the definitions of Ordinary Shares and Preferred Shares under article 1.1 with the following new definitions of Ordinary Shares and Preferred Shares under article 1.1:

Ordinary Shares: the ordinary shares of £0.0001 each in the capital of the Company;

Preferred Shares: the preferred shares of £0.0001 each in the capital of the Company;

3. **THAT** the articles of association of the Company be modified by the replacement of article 2.2 with the following new article 2.2:

2.2 *Model articles 7, 8, 9(1), 11(2) and (3), 12, 14(1) to (4) (inclusive), 16, 22, 23, 26(5), 38, 39, 49, 50 and 51 to 53 (inclusive) shall not apply to the Company.*

4. **THAT** the articles of association of the Company be modified by the insertion of the following article as new article 17.7:

17.7 *Where any Shareholder holds shares as nominee:*

(a) *the nominee may transfer the relevant shares to any person who is the beneficial owner of such shares;*

(b) *the nominee may transfer the relevant shares to any person who is to hold the shares as nominee for that beneficial owner in substitution for the then registered shareholder; and*

(c) *any transfer of the beneficial ownership of such share, where the nominee remains the same before and immediately after such transfer, shall be considered a Permitted Transfer.*

5. **THAT** subject to the passing of Resolutions 1-4 above, the articles of association of the Company be modified by the insertion of the following article as new article 17.8:

17.8 *The transfer of 25,000 Ordinary Shares from Christian Lerke to each of Panagiotis Takis Malavetas and Gregor Tschurtschenthaler for nil on or around 31 July 2018 may be made without restriction as to price or otherwise and shall be registered by the Directors.*

SHAREHOLDER RESOLUTION

6. **THAT** subject to the passing of Resolutions 1-4 above, the articles of association of the Company be modified by the replacement of article 18.1 with the following new article 18.1

18.1 *Save where the provisions of article 17 apply, a Shareholder who wishes to transfer Shares (a "Seller") shall, before transferring or agreeing to transfer any Shares, give notice in writing (a "Transfer Notice") to the Company specifying:*

- (a) subject to article 16.8, the number of Shares he wishes to transfer ("Sale Shares");*
- (b) the name of the proposed transferee, if any; and*
- (c) subject to article 20.6, the price per Sale Share (in cash), if any, at which he wishes to transfer the Sale Shares (the "Proposed Sale Price").*

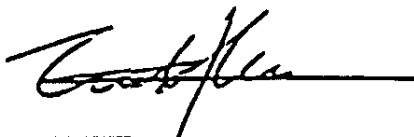
7. **THAT** subject to the passing of Resolutions 1-4 above, the articles of association of the Company be modified by the insertion of the following article as new article 22.11:

22.11 *Article 22 shall not apply to Permitted Transfers.*

8. **THAT** subject to the passing of Resolutions 1-4 above, the special resolution passed by the shareholders of the Company on 8 April under paragraph 2 be varied such that the aggregate nominal amount remaining under such resolution (i) shall be limited to a maximum nominal amount of £2.7388; and (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).

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

SIGNED BY:



Panagiotis Takis Malavetas

Date 21 August 2018

SIGNED BY:

SHAREHOLDER RESOLUTION



Christian Lerke

Date 21 August 2018

SIGNED BY:



Gregor Tschurtschenthaler

Date 21 August 2018

SIGNED BY:

Venture Friends Cooperatief U.A.

Date

SIGNED BY:

JamJar Investments Nominee Limited

Date

SIGNED BY

SHAREHOLDER RESOLUTION

Christian Lerke

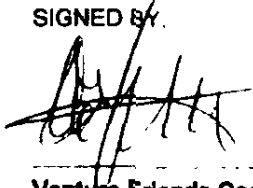
Date

SIGNED BY:

Gregor Tschurtschenthaler

Date

SIGNED BY:



Venture Friends Cooperatief U.A.
D.J. van der Grinten

Date 21 August 2018

SIGNED BY:

JamJar Investments Nominee Limited

Date

SIGNED BY:

SHAREHOLDER RESOLUTION

Christian Lerke

Date

SIGNED BY:

Gregor Tschurtschenthaler

Date

SIGNED BY:

Venture Friends Cooperatief U.A.

Date

SIGNED BY:

JamJar Investments Nominee Limited

Date

SIGNED BY:

SHAREHOLDER RESOLUTION



ADSI New Ideas Ltd

Date 08/08/2018 21 August 2018
GSM Legal Services LLP

SIGNED BY: George Chatzidimitriou

Themistoklis Petrakis

Date

SIGNED BY:

Ioannis Tsiolis

Date

SIGNED BY:

Demetrios Zoppos

Date

SIGNED BY:

SHAREHOLDER RESOLUTION

ADSI New Ideas Ltd

Date 08/08/2018

SIGNED BY: George Chatzidimitriou

Themistoklis Petrakis

Date

SIGNED BY:

Ioannis Tsioris

Date

SIGNED BY:

Demetrios Zoppos

Date

SIGNED BY:

SHAREHOLDER RESOLUTION

NOTES:

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: www.docusign.com.
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. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within 28 days of the Circulation Date of this Resolution (above), 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 on 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 holders appear in the register of members.