

Company number: 09366964

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

SPOTAHOME LIMITED (the "Company")

23rd January 2015 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution (a) below is passed as an ordinary resolution and resolutions (b) and (c) are passed as special resolutions (as indicated) (the "Resolutions").

ORDINARY RESOLUTION

- (a) that the directors of the Company be and they are unconditionally authorised pursuant to s551 of the Act to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to an aggregate nominal amount of £496.88 pursuant to the Subscription and Shareholders' Agreement between (1) the Founder Investors (2) the Investors (3) the Founders (4) the Existing Shareholders and (5) the Company in each case dated on or around the date of these resolutions. This authority shall expire on the date 5 years after the passing of this resolution unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

This authority is in substitution for all previous authorities conferred on the directors in accordance with s551 of the Act but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTIONS

- (b) that the articles of association contained in the document attached to these resolutions and initialled be approved and adopted as the new articles of association of the Company (the "New Articles") in substitution for and to the entire exclusion of the existing articles of association; and
- (c) that, conditional upon the passing of Resolution (a), the directors be empowered pursuant to section 570 of the Act to allot the equity securities pursuant to the authority conferred by the New Articles as if section 561 of the Act and any rights of pre-emption (however expressed) contained in the New Articles did not apply to such allotment up to an aggregate nominal value of €496.88 (the expression 'equity securities' and references to the allotment of 'equity securities' bear the same meanings in the resolution as in section 560 of the Act).

THURSDAY



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23/02/2017

#265

COMPANIES HOUSE

AGREEMENT

Please read all notes (if any) and attachments (if any) included or referenced herein before signifying your agreement to the Resolutions.

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:



Name:

JAIME ORDUÑA YOO (print name)

For and on behalf of:

(complete if signing as corporate signatory or via Power of Attorney)

Date:

23/01/2015

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

Hugo Miguel Pimenta Fontaine

Name:

Hugo Miguel Pimenta Fontaine

(print name)

For and on behalf of:

(complete if signing as corporate
signatory or via Power of Attorney)

Date:

23/01/2015

AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed: _____

Name: _____


BRYAN MCELRE ALVERO ACEVEDO
(print name)

For and on behalf of: _____

(complete if signing as corporate
signatory or via Power of Attorney)

Date: _____

23/01/2015


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Signed:

Name:


PABLO ALEJANDRO ARTACHO AMICHIS
(print name)

For and on behalf of:

(complete if signing as corporate
signatory or via Power of Attorney)

Date:

23/01/2015

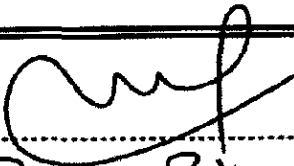
AGREEMENT

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The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:

Name:


.....
Bruno BIANCHI (print name)

For and on behalf of:

Roberto Americo BIANCHI (complete if signing as corporate
..... signatory or via Power of Attorney)

Date:

23/01/2015
.....

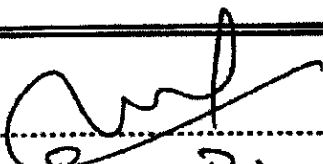
AGREEMENT

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Signed:

Name:


.....
Bruno BIANCHI (print name)
.....

For and on behalf of:

(complete if signing as corporate
signatory or via Power of Attorney)

Date:

23/01/2015
.....

AGREEMENT

Please read all notes (if any) and attachments (if any) included or referenced herein before signifying your agreement to the Resolutions.

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.



Signed:

Name: Pablo Alejandro Artacho Amichis (print name)

For and on behalf of: **See below (complete if signing as corporate signatory or via Power of Attorney)

Date: 23/01/2015



**Signing on behalf of the following persons via separate, valid power of attorney:

- Juan Antonio Artacho Rojas
- Juan Antonio Artacho Amichis
- Alvaro Javier Artacho Amichis

Notes

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **by hand:** delivering the signed copy to Pablo Alejandro Artacho Amichis
 - (b) **by post:** returning the signed copy by post to Pablo Alejandro Artacho Amichis at the registered office of the Company; or
 - (c) **by email:** by attaching a scanned copy of the signed document to an email and sending it to artacho@spotahome.com. Please write "Written Resolution" in the subject line of the email.

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. Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolution, please ensure that your signed acknowledgement and agreement reaches us on or before this deadline date.
4. 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please include a copy of the relevant power of attorney or authority along with the signed document as instructed in (1) above.