

Company number: 09914949  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
Of  
Anabode Ltd

MONDAY



2<sup>nd</sup> February 2020 ("Circulation Date")

Pursuant to chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") propose that the following resolutions are passed as ordinary and special resolutions as specified ("Resolution").

**ORDINARY RESOLUTIONS**

**1) Sub-division**

That the Ordinary Shares of £1.00 in the issued share capital of the Company be subdivided into Ordinary Shares of £0.001 each in the capital of the company, with the rights and restrictions set out in the Articles of Association.

**2) New Shares Issue**

That the ordinary shares of 25000 new shares issued. Any allotment of shares and rights and restrictions relating to these shares shall be governed by Founders Service Agreement as laid down between the co-founders of the business. The Founders Service Agreement sets out the obligations of each founder and any share capital advancements are made in good faith with shares subject to reverse vesting and milestones as agreed within the Founders Service Agreement.

**ORDINARY RESOLUTION**

**3) Authority to Allot**

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("rights") up to an aggregate nominal amount of £125 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that Company may before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investors and the number of shares allotted be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

## **SPECIAL RESOLUTION**

### **4) Disapplication of Pre-Emption Rights**

That, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 5, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 3 ( 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 securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## **AGREEMENT**

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by: Rakesh Thakrar

Signature: .....

Signed by: Dusan Nitschneider

Signature: .....

Date: 2<sup>nd</sup> February 2020