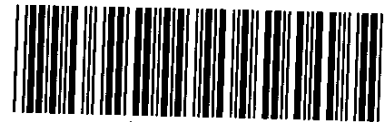


Company Number: 10049954

WEDNESDAY



RM

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20/02/2019

#16

COMPANIES HOUSE

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE MEMBER

of

CASPER SLEEP LIMITED

(THE "COMPANY")

(PASSED ON 13 February 2019)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following written resolution be passed as a special resolution and the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agrees pursuant to section 288 of the Companies Act 2006 to the passing of the following resolution:

SPECIAL RESOLUTION

1. **IT IS RESOLVED THAT** the current Article 13 shall be deleted and a new Article 20 entitled "Financial Institutions" shall be added to the Company's articles of association as follows:

20.1. Notwithstanding anything to the contrary in these Articles, the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(a) is to:

- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "**Financial Institution**") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "**Security**") that benefits a Financial Institution; and/or
- (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "**Receiver**") pursuant to powers granted to it under any Security that benefits a Financial Institution; and

- (iii) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or
- (iv) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security that benefits a Financial Institution.

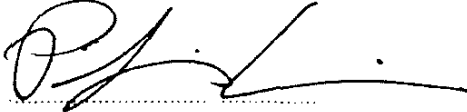
20.2. Notwithstanding anything to the contrary in these Articles, the Company shall have no lien over any shares where Security that benefits a Financial Institution has been or is purported to be granted over those shares.

2. **This special resolution shall have effect notwithstanding any provision of the Company's articles of association.**

Agreement of the eligible member

The undersigned, being the sole members on 13 February 2019 (the "Circulation Date"), irrevocably agrees to the resolutions set out above.

Signed by:

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a long horizontal stroke.

For and on behalf of
Casper Sleep Inc.

Eligible members must signify their agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to _____, marked for the attention of _____, to be received on behalf of the Company; (ii) **by post**, by sending a signed copy to _____, marked for the attention of _____, to be received on behalf of the Company; (iii) **by fax**, by sending a signed copy to _____ marked for the attention of _____; or (iv) **by e-mail**, by attaching a scanned copy of the signed document to an email and sending it to the following addresses, to be received on behalf of the Company: _____ and indicating agreement to the proposed resolutions. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the Circulation Date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.