

**Company number: 10494741**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**SKIBRO TECHNOLOGIES LIMITED (the "Company")**

**Circulation Date: October 6<sup>th</sup> 2017**

We, the undersigned, being the Directors and representing all the Shareholders of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to the following resolutions (the "**Resolution**") to be passed as a **special resolution** of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"):

**SPECIAL RESOLUTION**

**THAT**, the Company will adopt New Articles of Association on October 9<sup>th</sup> 2017.

**THAT**, the Company will issue today 6,214 New ordinary shares to be part of an Option Pool ("**Option Pool 1**") with a strike price at a minimum of 11.10 GBP.

**THAT**, Benjamin Vedrenne-Cloquet is entitled to sell: i) 1000 of his ordinary shares to Archipelago One Limited for One (1) GBP, ii) 500 shares to Jean-Luc Roux for One (1) GBP, iii) 500 shares to Jeffrey Kupsky for One (1) GBP.

**THAT**, Kieran O'Keeffe is entitled to sell: i) 1000 of his ordinary shares to Karen O'Donoghue for One (1) GBP,

**THAT**, the register of members of the Company will be updated as follows:

**Members of the Company - pre-Completion**

Member	Number of Ordinary Shares held
Kieran O' Keeffe	101,556 (57.2%)
Deborah O' Keeffe	25,000 (14.08%)
Karen O'Donoghue	1,000 (0.56%)
Benjamin Vedrenne-Cloquet	48,000 (27.03%)
Archipelago One Limited	1,000 (0.56%)
Jean-Luc Roux	500 (0.27%)
Jeffrey Kupsky	500 (0.27%)
<b>Total</b>	<b>177,556 (100%)</b>
Option Pool 1 to be allocated to Herve Favre, director at Evo2 (4,438 shares) and Matthew Williams (1776 shares) subject to board resolution and a vesting period	6,214 (3.49%)

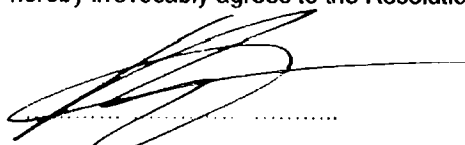
THAT, The Board agrees to execute the Seed Investment Agreement on October 9<sup>th</sup> 2017 and to pass, at Completion, the following resolutions in respect of the Seed Investment Agreement:

- (i) Issue the New Shares credited as fully paid to the Investors and enter their names in the register of members in respect thereof;
- (ii) Execute and deliver to the Investors and Shareholders certificates for the New Shares;
- (iii) Appoint Laurent Lalou as observer of the Board;
- (iv) Agree the yearly remuneration of the Existing Directors, subject to a maximum of GBP 6,000 per Director;
- (v) Reimburse Kieran O'Keeffe GBP 15,000 against the expenses he incurred on behalf of the Company
- (vi) Pay at Completion the Fees of GBP 25,000 related to the negotiation and execution of the Seed Investment Agreement to Benjamin Vedrenne-Cloquet and /or its affiliates IBIS Capital, Archipelago One Limited.

#### AGREEMENT

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

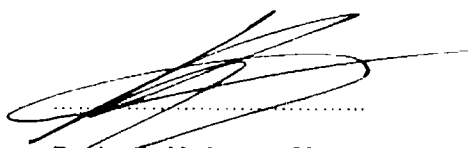
The undersigned, being the sole person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



Benjamin Vedrenne-Cloquet

06/10/17

Date



Benjamin Vedrenne-Cloquet

(On behalf of Archipelago One Ltd)

06/10/17

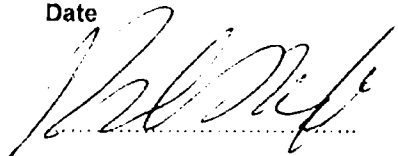
Date



Kieran O'Keeffe

9/10/17

Date



Deborah O'Keeffe

9/10/17

Date

## NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company. If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the date of circulation (as set out above), sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this 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 send a copy of the relevant power of attorney or authority when returning this document.