

Company Number 11501632

**THE COMPANIES ACT 2006**  
**WRITTEN RESOLUTION**  
of  
**UNDERPINNED LIMITED**  
**(Company)**

FRIDAY



Circulated on 18<sup>th</sup> September 2019 (**Circulation Date**)

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve the following written resolution as a Special Resolution of the Company and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

**Special Resolution**

**Amendment of the Company's articles of association**

The Articles of Association of the Company be and are hereby amended by the deletion of Article 6.4.11 in its entirety and replacing it with the following new Article 6.4.11:

- "6.4.11 The Directors are generally and unconditionally authorised at any time after the date of adoption of these Articles (subject to them holding authority to allot at the relevant time pursuant to Article 6.4.2 and/or any resolution of the Shareholders) to:
- (a) allot and issue New Shares without the need to first offer those Shares to Shareholders pursuant to the provisions of this Article 6.4 or otherwise, where such allotment and issue has been approved by Special Resolution; and
  - (b) grant options or other rights to subscribe for or to convert any security into New Share without the need to first offer those shares to any existing Shareholders pursuant to the preceding provisions of this Article 6.4 or otherwise, where such grant of options or rights has been approved by Special Resolution. "

Please read the notes at the end of this document before you signify your agreement to the Resolutions.

We, the undersigned, being the persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution.

Signed: .....  
DocuSigned by:  
C7F43C69BB9B438

Full Name: **Albert Azis-Clauson**  
9/18/2019

Date: .....  
Signed: .....  
DocuSigned by:  
Christopher Williams  
799A97557D1D4E8

Full Name: **Christopher Williams**  
9/18/2019

Date: .....  
Signed: .....  
DocuSigned by:  
Simon Williams  
A5DFF10GA43B407

Full Name: **Simon Williams**  
9/19/2019

Date: .....  
Signed: .....  
DocuSigned by:  
John Rowe  
0568E75E7631400

for and on behalf of WCS Nominees Limited

Full Name: **John Rowe**  
9/18/2019

Date: .....  
Signed: .....  
DocuSigned by:  
Alan Gross  
BDA4DE3E7176A6A

Full Name: **Alan Julius Gross**  
9/19/2019

Date: .....  
Signed: .....  
DocuSigned by:  
Imran Khatri  
125A7634E0844F

Full Name: **Imran Khatri**  
9/24/2019  
Date: .....

Signed: .....  
DocuSigned by:  
Kenya Matsumoto  
7775F7F988DB48E

Full Name: **Kenya Matsumoto**  
9/24/2019

Date: .....  
Signed: .....  
DocuSigned by:  
Sameer Khatri  
CCE9816SD0C9456

Full Name: **Sameer Khatri**  
9/24/2019  
Date: .....

## Notes

1. A member wishing to signify his/her approval to these Resolutions should sign above in the space and provide and insert the date of signature. A signed copy of these Resolutions should be returned to the Company by post, email (scanned copy) or DocuSign.
2. For these Resolutions to be passed and for a member's approval to be counted, his/her approval must be given not more than 28 days for the date of circulation of these Resolutions to members.
3. If, after 28 days, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. Once you have indicated your agreement to these Resolutions, you may not revoke your agreement.