

Company Number: 11501632

Companies Act 2006
WRITTEN RESOLUTIONS
OF
Underpinned LTD (the "Company")

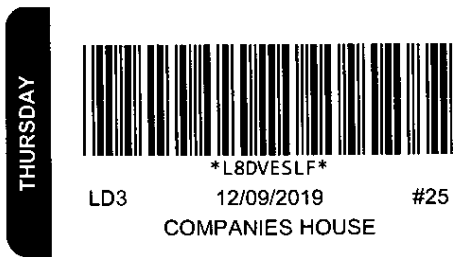
Circulation Date: 8/30/2019

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 an Ordinary 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.

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT SHARES


THAT in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors be generally and unconditionally authorised to allot 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 £0.896236 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry 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 authority is in substitution for all subsisting authorities, to the extent unused.



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

Please sign below to approve:


Signed:

Full Name: **Albert Azis-Clauson**

Date: 8/30/2019
.....


Signed:

Full Name: **Christopher Williams**

Date: 8/30/2019
.....


Signed:

Full Name: **Simon Williams**

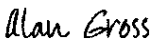
Date: 8/30/2019
.....

Signed:

for and on behalf of WCS Nominees Limited

Full Name: **John Rowe**

Date: 8/30/2019
.....


Signed:

Full Name: **Alan Julius Gross**

Date: 8/30/2019
.....

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

Please sign below to approve:

Signed:

Full Name: **Albert Azis-Clauson**

8/30/2019

Date:

Signed:

Full Name: **Christopher Williams**

8/30/2019


Date:

Signed:

Full Name: **Simon Williams**

8/30/2019

Date:

Signed: 

for and on behalf of WCS Nominees Limited

Full Name: **Anna Long**

8/30/2019

Date:

Signed:

Full Name: **Alan Julius Gross**

8/30/2019

Date:

Imran Khatri

Signed:

Full Name: Imran Khatri
8/30/2019

Date:

Signed:

Full Name: Kenya Matsumoto
8/30/2019

Date:

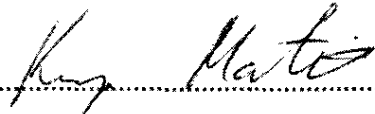
Notes

- 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.

Signed:

Full Name: Imran Khatri

Date:

Signed: 

Full Name: Kenya Matsumoto

Date: 30 August 2019

Notes

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