

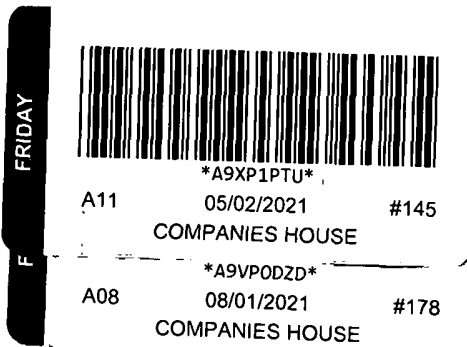
Company number: 11691025

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**JOBMATE LIMITED (the "Company")**



Under Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as an ordinary resolution in the case of resolution 1 and as special resolutions in the case of resolutions 2 and 3.

### ORDINARY RESOLUTION

#### 1. Authority to Allot

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares of nominal value of 1 pence each in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to:

- (iii) an aggregate nominal amount of £3525.59 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution; and
- (iv) a further aggregate nominal amount of £2,173.91 provided that this further authority shall, unless renewed, varied or revoked by the Company, expire 5 years after the date of this resolution,

save that the Company may, before such expiry of either the authority in (i) or (ii) of this resolution (as the case may be), 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 (i) or (ii) of this resolution (as the case may be) 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 investor and the number of shares allotted shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authorities revoke and replace all unexercised authorities previously granted to the Directors.

### SPECIAL RESOLUTIONS

#### 2. Disapplication of Pre-Emption Rights

That, subject to 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 authorities conferred by resolution 1, 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 (i) or (ii) of resolution 1 (as the case may be) (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 equity 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.

### 3. Amendment of Articles of Association

That, the Articles of Association of the Company adopted by special resolution passed on 7 October 2019 be amended as follows:

1. The following defined terms shall be added in article 1.1:

***"Beneficial Owner"** a person whose shares are held on trust by NomineeCo;*

***"Member of the same Group"** means as regards any company, any other which is from time to time a parent undertaking or a subsidiary undertaking of that company or a subsidiary undertaking of any such parent undertaking;*

***"NomineeCo"** means Crowdcube Nominees Limited (company number 09820478) or a Permitted Transferee of NomineeCo;*

***"Qualifying Company"** means a company in which a shareholder or trustee(s) holds the entire issued share capital and over which that shareholder or trustee(s) exercises control (within the meaning of Section 1124 of the Corporation Tax Act 2010);*

2. The existing definition of "Permitted Transferee" in article 1.1 shall be deemed deleted and replaced with:

***"Permitted Transferee"** (a) in relation to a shareholder who is an individual, any of his Privileged Relations or the trustees of his Family Trust or Qualifying Companies; and (b) in relation to a shareholder which is an undertaking (as defined in section 1161 (1) of the Act) means any Member of the same Group of Companies; and (c) in relation to NomineeCo means another trust company"*

3. In article 11.2 the word "two" shall be replaced with the word "three" and after the word "directors" on the second line there shall be added the words "(including at least one non-executive director)".
4. In article 18, the word "no" shall be replaced with the word "a" and the word "eight" shall be added after the words "maximum number of".
5. In article 29.8, on the second line after the words "require the transferee" there shall be added the words "(other than Beneficial Owners and any transferee of the beneficial title to a share held by NomineeCo)".
6. In article 30.1 on the first line, the words "in respect of the Founder Shares or" shall be deleted.

7. In articles 30.3 and 30.4, the term "*Original Shareholder*" shall be replaced with the term "*shareholder*" in each instance.
8. In article 31.2, there shall be added the words "*or to a Qualifying Company*" after the words "*trustees of a Family Trust*" and before the colon there shall be added "*(as the case may be)*".
9. In 31.2(a), there shall be added at the end "*or the constitution of the Qualifying Company*" and in 31.2(c) after "*Family Trust*" there shall be added "*or Qualifying Company*".
10. There shall be added a new article 31.3 as follows:

*"A Beneficial Owner shall be entitled at any time to transfer his entire beneficial interest in the shares held on trust for him by NomineeCo without restriction to any person, provided that the legal title in such shares continues to be held by NomineeCo and the transferee is (or becomes prior to the completion of the transfer) a member of the crowdfunding platform operated by Crowdcube Capital Limited."*

Subsequent articles will be renumbered accordingly and cross references updated as necessary.

11. There shall be added a new article 31.4 as follows:

*"NomineeCo shall be entitled at any time to transfer their entire legal interest in the shares held on trust by NomineeCo for Beneficial Owners without restriction to any other trust company."*

Subsequent articles will be renumbered accordingly and cross references updated as necessary.

12. There shall be added a new article 31.9 as follows:

*"If a Permitted Transferee who was a Member of the same Group as the original shareholder ceases to be a Member of the same Group as the original shareholder, the Permitted Transferee must not later than five Business Days after the date on which the Permitted Transferee so ceases, transfer the shares held by it to the original shareholder or a Member of the same Group as the original shareholder (which in either case is not in liquidation) without restriction as to price or otherwise failing which it will be deemed to have given a Transfer Notice in respect of those shares."*



7 October 2020

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Chairman