

Company Number: SC463097

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
SCHULENBURG CAPITAL LIMITED
(the "Company")

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on *22 December* 2017 as either an ordinary or a special resolution (as indicated).

ORDINARY RESOLUTIONS

1. THAT in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot and issue ordinary shares of £0.01 each in the Company up to an aggregate nominal amount of £10.56 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. THAT, in addition to the authorisation in resolution 1 above, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot and issue such number of ordinary shares in the Company as follows:
 - 2.1 the maximum amount of shares to be allotted in pursuance of the authority shall be 35 ordinary shares of £0.01 each to be allotted to Stephen M. Zinser pursuant to anti-dilution rights created under an Investment Agreement entered into between, amongst others, Stephen M. Zinser and the Company on or around the date of this resolution (or such other number of ordinary shares in the Company as may be required in order to satisfy those rights);
 - 2.2 this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the director may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
3. THAT the allotment and issue of any shares pursuant to the authority conferred by resolution 1 and resolution 2 above are hereby consented to for all purposes (including article 4.1 of the articles of association of the Company).



SPECIAL RESOLUTIONS

4. THAT, subject to the passing of resolution 1 and resolution 2 and in accordance with section 569 of the 2006 Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 and pursuant to the authority conferred by resolution 2 as if section 561(1) of the 2006 Act and any other pre-emption rights contained in the articles of association of the Company (including without limitation articles 4.3 et seq.) did not apply to such allotment of shares pursuant to the authority conferred by the resolution numbered 1 and the resolution numbered 2.
5. THAT, the transfer of 264 ordinary shares of £0.01 each in the Company by Dr Sonia Schulenburg to Mr Stephen M. Zinser is approved for all purposes (including article 5.1.5 of the Company's articles of association).



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Director

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In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on *22 December* 2017 as either an ordinary or a special resolution (as indicated).

ORDINARY RESOLUTION

7. That the directors of the Company be and are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to allot and issue such number of securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the articles of association of the Company:-
- 7.1 the maximum amount of securities to be allotted in pursuance of the authority shall be up to 318 ordinary shares of £0.01 each to be allotted pursuant to conversion rights created under convertible unsecured loan notes (or such other number and class of shares in the Company as may be required in order to satisfy the conversion rights granted in respect of the convertible unsecured loan notes) constituted or to be constituted by the Company on terms to be determined by the directors of the Company on or around the date of the resolution;
- 7.2 the authority shall expire, unless sooner revoked or altered by the Company in general meeting, on 31 January 2018, and provided further that the Company may before the expiry of the authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the directors may allot securities in pursuance of any such offer or agreement as if the authority conferred by the resolution had not expired.

SPECIAL RESOLUTION

8. **THAT** all pre-emption rights under the Company's articles of association applicable to the securities referred to in Resolution 1 above be waived.



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Director

THURSDAY