

Company number: {your company number}

## PRIVATE COMPANY LIMITED BY SHARES

### WRITTEN RESOLUTIONS

of

{your company name}

(the “Company”)

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as defined in section 289 of the Companies Act 2006) hereby approve the following written resolutions of the Company and agree that these resolutions will for all purposes be valid and effective as if they had been passed at a general meeting of the Company duly convened and held.

### ORDINARY RESOLUTION

#### 1. Authority to grant rights and allot shares

THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised:

a) to enter the Company into convertible loan agreements for a total amount of up to £X with certain prospective investors in the Company and thereby grant to such investors securities convertible into shares in the capital of the Company up to a maximum aggregate nominal amount of £20; and

b) to allot and issue, upon the conversion of the loans, such number and class of shares in the capital of the Company as may be subscribed for by the investors thereunder, subject to a maximum aggregate nominal amount of £20,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date this Resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would require shares to be allotted or rights to subscribe for or convert into shares to be granted after such expiry and the directors may allot shares or grant rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

### OTHER RESOLUTIONS

#### 2. Disapplication of pre-emption rights

THAT, subject to the passing of Resolution 1 any and all rights of pre-emption to which shareholders of the Company may be entitled, howsoever arising (including, but not limited to, under the articles of association of the Company from time to time and/or any shareholders’ agreement relating to the Company or otherwise), whether upon the granting by the directors of the Company of securities convertible into shares, or upon the allotment and issuance by the directors of the Company of shares in the Company, in each case pursuant to the authority granted by Resolution 1, be and hereby are waived or otherwise disapplied.

## **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions, hereby irrevocably agrees to the above resolutions.

The resolution is dated X

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## NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions.
2. If you agree to all of the resolutions, please indicate your agreement by electronically signing this document.
3. If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
4. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
5. Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.
7. 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.