

Company No. 10784728

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**FITU TECHNOLOGIES LTD (the "Company")**

**13 May 2020 (the "Circulation Date")**

THURSDAY



\*A96YFYRL\*  
A20 11/06/2020 #9  
COMPANIES HOUSE

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "CA 2006"), the directors of the Company propose that the following resolutions are passed as ordinary and special resolutions as specified below (the "Resolutions").

**BACKGROUND**

The directors noted that the Company had entered into certain advanced subscription agreements between January and August 2019 (the "Advanced Subscription Agreements").

**ORDINARY RESOLUTION**

**AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the CA 2006 and the articles of association of the Company (the "Articles"), the members of the Company ratify and confirm:

- (a) the directors had the authority to grant rights to subscribe for or to convert any security into shares in the Company ("Rights") in relation to each of the Advanced Subscription Agreements at the time that each Advanced Subscription Agreement was entered into, notwithstanding anything to the contrary in the CA 2006, the Articles, any shareholders' agreement in place between the Company and its members from time to time (whether subsisting at the time of entry into each Advanced Subscription Agreement or currently) and/or any other contractual agreements between the Company and its members or otherwise;
- (b) the directors had the authority to allot shares upon the conversion of the Rights under the Advanced Subscription Agreement entered into with Frans van den Heuvel on 10 April 2019 and the Advanced Subscription Agreement entered into with 11 Cap SA on 29 January 2019 (such allotments being together, the "Conversion Allotments") and accordingly each of the Conversion Allotments are hereby ratified notwithstanding anything to the contrary in the CA 2006, the Articles, any shareholders' agreement in place between the Company and its members from time to time and/or any other contractual agreements between the Company and its members or otherwise; and
- (c) the Directors be generally and unconditionally authorised to allot ordinary shares of £0.001 in the share capital of the Company in relation to the Advanced Subscription

Agreements, provided that this authority shall, unless renewed, varied or revoked by the Company, expire 18 months after the Circulation Date save that 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 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 previous authorities conferred on the directors in accordance with section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

### SPECIAL RESOLUTION

#### DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of the Resolutions noted above, in accordance with section 569 of the CA 2006, the Articles, any shareholders' agreement in place between the Company and its members from time to time (whether subsisting at the time of entry into each Advanced Subscription Agreement, at the time of each of the Conversion Allotments or currently) and/or any other contractual agreements between the Company and its members or otherwise, the Directors were and be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) in relation to each of the Advanced Subscription Agreements and/or the Conversion Allotments as if any rights of pre-emption which may apply pursuant to the CA 2006, the Articles or any shareholders' agreement in place between the Company and its members from time to time (whether subsisting at the time of entry into each Advanced Subscription Agreement, at the time of each of the Conversion Allotments or currently) and/or any other contractual agreements between the Company and its members or otherwise did not apply to such allotment.

#### 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 Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

Signed by **Rodrigo Contreras Melara**

*Rodrigo J. Contreras*

.....

Date

05 / 15 / 2020

.....

Signed by **Koen Van Den Heuvel**

*Koen Van Den Heuvel*

.....

Date

05 / 13 / 2020

.....

**Signed by Seedrs Limited  
by Kirsty Grant**

DocuSigned by:  
*Kirsty Grant*  
643E9F28F83E498.....

Date

14 May 2020  
.....

**Signed by Seedrs Nominees Limited  
by Kirsty Grant**

DocuSigned by:  
*Kirsty Grant*  
643E9F38F43E498.....

Date

14 May 2020  
.....

**Signed by Frans Van Den Heuvel**

*Frans Van Den Heuvel*  
.....

Date

05 / 21 / 2020  
.....

## **NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by email to [koen@fituapp.com](mailto:koen@fituapp.com) or by post to Studio 7, Neckinger Mills, 162-164 Abbey Street, London, England, SE1 2AN.
2. You may not return the Resolutions to the Company by any other method.
3. If you do not agree to 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 cannot revoke your agreement.
5. Unless by 28 days from the Circulation Date sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

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<b>TITLE</b>	200512 - Fitu Tech Written Resolution - ASA's direct...
<b>FILE NAME</b>	200512_-_Fitu_Tec...investors (1).pdf
<b>DOCUMENT ID</b>	75699b84e15d419b7134ed226e8d0d8d9a71045a
<b>AUDIT TRAIL DATE FORMAT</b>	MM / DD / YYYY
<b>STATUS</b>	● Completed

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## Document History



SENT

**05 / 15 / 2020**

09:35:47 UTC

Sent for signature to Frans van den Heuvel (heuvel2010@gmail.com) and Rodrigo Contreras (rodrigo@fituapp.com) from koen@fituapp.com  
IP: 86.91.197.175



VIEWED

**05 / 15 / 2020**

09:39:11 UTC

Viewed by Rodrigo Contreras (rodrigo@fituapp.com)  
IP: 93.115.193.146



VIEWED

**05 / 21 / 2020**

21:01:20 UTC

Viewed by Frans van den Heuvel (heuvel2010@gmail.com)  
IP: 86.91.197.175



SIGNED

**05 / 15 / 2020**

09:40:01 UTC

Signed by Rodrigo Contreras (rodrigo@fituapp.com)  
IP: 93.115.193.146



SIGNED

**05 / 21 / 2020**

21:02:00 UTC

Signed by Frans van den Heuvel (heuvel2010@gmail.com)  
IP: 86.91.197.175



COMPLETED

**05 / 21 / 2020**

21:02:00 UTC

The document has been completed.