

Company no. 07118826

SATURDAY



A23 \*A6F336G8\* 16/09/2017 #294  
COMPANIES HOUSE

The Companies Act 2006

Private company limited by shares

Written resolutions

of

eMoov Limited

18<sup>th</sup> August 2017 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of eMoov Limited (the "**Company**") propose that resolutions 1 and 2 below are passed as ordinary resolutions of the Company and resolution 3 is passed as a special resolution of the Company (together the "**Resolutions**").

**Ordinary Resolution:**

1. **That**, subject to the passing of resolutions 2 and 3 below, the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, seed shares of £0.00001 each in the capital of the Company up to an aggregate nominal amount of £18.31306. This authority shall expire on 30 May 2018 unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.
2. **That**, subject to the passing of resolutions 1 and 3 below, the directors of the Company be and they are unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot, or to grant any right to subscribe for or to convert any security into, shares of £0.00001 each in the capital of the Company up to an aggregate nominal amount of £58.60180. This authority shall expire on 30 September 2017 unless previously revoked, varied or extended save that the directors may, notwithstanding such expiry, allot any shares or grant any right to subscribe for, or to convert any security into, shares in pursuance of an offer or agreement to do so made by the Company before this authority expires.

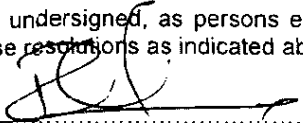
**Special Resolution:**

3. **That**, subject to the passing of resolutions 1 and 2 above and in accordance with section 570 of the Act and article 4.6.3 of the articles of association of the Company, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolutions 1 and 2 above, as if section 561(1) of the Act or any other restrictions as to pre-emption provisions did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived.


**AGREEMENT**

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

The undersigned, as persons entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions as indicated above:

  
.....  
**Russell Quirk**

7/9/2017  
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Date

  
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**Karolina Quirk**

7/9/2017  
.....  
Date

.....  
**Sheraz Dar**

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Date

.....  
**Jonathan Galore**

.....  
Date

.....  
for and on behalf of  
**Ortega Limited**

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Date

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for and on behalf of  
**Syndicated Investor Group Limited**

.....  
Date

.....  
**Faisal Butt**

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Date

.....  
for and on behalf of  
**Zerimar Ventures, LLC**

.....  
Date

.....  
**Graham Mackim**

.....  
Date

.....  
for and on behalf of  
**Episode (GP) Limited**

.....  
Date

The undersigned, as persons entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions as indicated above

**Russell Quirk**

**Karolina Quirk**

Date

Date

  
Sheraz Dar

**Jonathan Galore**

7/9/2017  
Date

Date

for and on behalf of  
**Ortegra Limited**

for and on behalf of  
**Syndicated Investor Group Limited**

Date

Date

**Faisal Butt**

for and on behalf of  
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Date

  
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for and on behalf of  
**Ortega Limited**

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for and on behalf of  
**Syndicated Investor Group Limited**

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Date

21/8/17

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Date

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**Faisal Butt**

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for and on behalf of  
**Zerimar Ventures, LLC**

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for and on behalf of  
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for and on behalf of  
**Syndicated Investor Group Limited**

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Date

.....  
31 August 2017  
Date

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**Zerimar Ventures, LLC**

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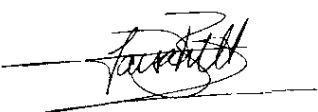
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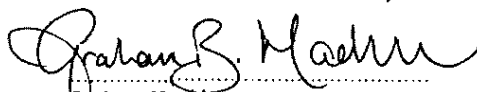
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**Episode (GP) Limited**

*29th August 2017.*  
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Date

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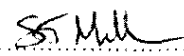
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Date

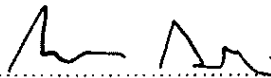
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**Graham Mackim**

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Date

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7/9/2017  
Date



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for and on behalf of  
**Seedcamp III LP**

08/25/2017

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Date

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**Duncan Jennings**

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Date

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for and on behalf of  
**Tipping Canoe Ltd**

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Date

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**Nishul Saperia**

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Date

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**Muhannad Abulhassan**

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Date

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**Rebecca Hooley**

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**James Caan**

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for and on behalf of  
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Date

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**Robert Clarke**

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**Emily Jane Mackay**

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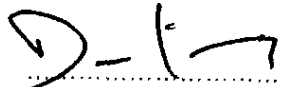
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**Toby Walsh**

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for and on behalf of  
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**Duncan Jennings**

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Date

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Nicole Ramroop by her alternate James Kattan

For and on behalf of Maxfield Capital Partners, General Partner of Maxfield Capital Fund I, L.P.

21st August 2017

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Date

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**Robert Clarke**

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**Will Armitage**

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Date

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*WJAi* - WILL ARMITAGE, LASTING  
ATTORNEY OF MARK  
**Mark Cecil Christopher Armitage**

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Date

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**CECIL CHRISTOPHER  
ARMITAGE**

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18/8/17

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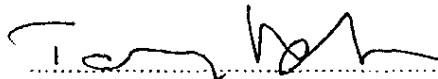
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**Emily Jane Mackay**

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**Mark Cecil Christopher Armitage**

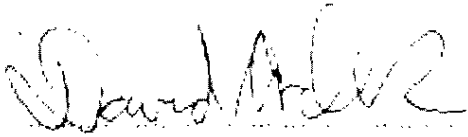
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**Toby Walsh**

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Date

7/9/2017



**David Archer**

Date

7/9/2017

**Dr Simon Murdoch**

Date

**Damien Lane**

Date

**Armen Khachatryan**

Date

for and on behalf of  
**Startive Ventures, Inc**

Date

**Dave Moss**

Date

**Giorgio Siracusa**

Date

for and on behalf of  
**WCS Nominees Limited**

Date

**Walter Blake**

Date

for and on behalf of  
**Whitman Howard Limited**

Date

**Ronald McGregor-Smith**

Date

**Peter Clarke**

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**David Archer**

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*SG Mill*  
**Dr Simon Murdoch**

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7/9/2017  
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**Startive Ventures, Inc**

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August 23, 2017

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Date

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**Dave Moss**

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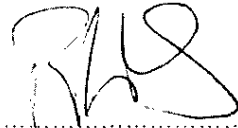
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Date

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**Ronald McGregor-Smith**

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**Peter Clarke**

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**Paul Allen**

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**Nicola Farquhar**

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**Nick Lovering**

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**Niall Devins**

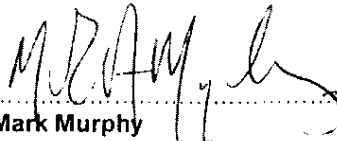
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**Martin Pope**

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**Mario Georgiou**

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**Marcus De Ferranti**

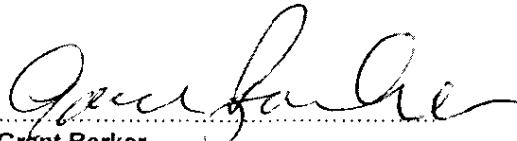
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**James Brooke**

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**Grant Barker**

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21/8/17

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**Ed Farquhar**

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**Darius Ziatabari**

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Date



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**Charles Crick**

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**Ben Warner**

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Date

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23<sup>RD</sup> Aug 2017  
Date

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**Ameet Rughani**

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For an on behalf of  
**AJR Investments Limited**

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Date

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Date

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**Adam McConkey**

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**Hugo Rittson-Thomas**

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Date

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**Andrew Mackay**

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**Andrew Johnston**

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**Anatharaman Pattabiraman**

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**Adrien Levy**

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**Wayne Gallant**

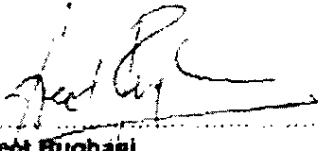
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**Nicole Street**

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Date

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7/9/2017

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**Andrew Johnston**

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Date

7/9/2017

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**Anatharaman Pattabiraman**

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Date

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**Adrien Levy**

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Date

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**Wayne Gallant**

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Date

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**Nicole Street**

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Date

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**Olly Dobson**

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Date

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**Jonathan Palmer**

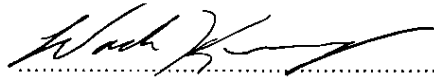
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Date

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**Gaby Salem**

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Date

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**Ben Banks**

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Date

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**for and on behalf of  
Maxfield EMV SP**

.....  
25 August 2017

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Date

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**Olly Dobson**

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Date

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**Ben Banks**


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Date

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**Jonathan Palmer**

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Date

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**for and on behalf of  
Maxfield EMV SP**

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Date

  
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**Gaby Salem**

.....  
08/29/2017

.....  
Date

**Notes:**

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand (by delivering the signed copy to New North House, Fourth Floor, Ongar Road, Brentwood CM15 9BB marked for the attention of Guy Hutchinson).
  - By post (by returning the signed copy to New North House, Fourth Floor, Ongar Road, Brentwood CM15 9BB marked for the attention of Guy Hutchinson); or
  - By email (by returning the signed copy to Guy Hutchinson at [guy.hutchinson@emoov.co.uk](mailto:guy.hutchinson@emoov.co.uk)).
2. **The Resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolutions.
3. Once you have signified your agreement to the Resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
5. 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 when returning this document.