

# Money Dashboard Ltd

Registered in Scotland No. SC301187

## Companies Acts

### Written Record of Members' Written Resolution

Circulation Date: 5<sup>th</sup> July 2019

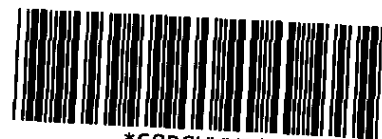
On the 11<sup>th</sup> day of July 2019, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company: -

#### ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot Ordinary Shares of £0.0001 each in the share capital of the Company ("Ordinary Shares") and/or A Ordinary Shares of £0.0001 each in the share capital of the Company ("A Ordinary Shares") (the Ordinary Shares and the A Ordinary Shares being referred to collectively as the "Shares") subject to a maximum of 100,000,000 Shares at a minimum price of £0.06 per share and up to a maximum aggregate investment of £6,000,000; declaring that this shall (unless renewed, varied or revoked by the Company) expire on 30 September 2019.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally and unconditionally authorised to allot up to 102,000,000 Ordinary Shares in relation to any share options or warrants granted by the Company (which 102,000,000 Ordinary Shares shall for the avoidance of any doubt specifically include the previous option pool of 50,000,000 Ordinary Shares authorised by shareholder resolutions passed in January 2019); declaring that this authority shall (unless renewed, varied or revoked by the Company) expire on the date which is five (5) years from the date of circulation of these resolutions and this authority is in substitution for any previous authority conferred on the Board of Directors of the Company to allot any ordinary shares pursuant to the exercise of any options or warrants granted over shares in the share capital of the Company.

The authority in resolutions 1 and 2 above is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006.

WEDNESDAY



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COMPANIES HOUSE



**SPECIAL RESOLUTION**

3. THAT, all rights of pre-emption whether in terms of the Articles of Association of the Company, the Companies Act 2006 or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolutions (1) and (2) above.
4. THAT, the definition of "Share Option Pool" contained in the Articles of Association be deleted and replaced with the following:

*Share Option Pool means the permitted share option pool of the Company which in aggregate shall constitute no more than 102,000,000 Ordinary Shares (or such other number as may be approved by the Shareholders from time to time, together with any Investor Consent as may be required pursuant to the terms of the Investment Agreement), which may be issued to directors, employees and/or consultants (past or present and from time to time) of the Company and/or any Subsidiary from time to time pursuant to the exercise of any option agreements or other option scheme which the Company or any Subsidiary has entered into with such persons;*



AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
MONEY DASHBOARD LTD

26/7/2019

Dated