

**THE COMPANIES ACT 2006**

**Company No. 09797821**

**A PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF  
FREETRADE LIMITED  
(the "Company")**

**Dated: 22<sup>nd</sup> December 2017 (the "Circulation Date")**

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following resolutions of the Company in writing pursuant to section 288 of the Companies Act 2006 (the "Act") and hereby agree that the said resolutions shall be passed as an ordinary resolution and a special resolution, as the case may be, and shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company:

**ORDINARY RESOLUTION**

THAT in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot up to a maximum of 3,536,102 B Investment Shares ("**New Shares**"), provided that this authority shall, unless renewed, varied or revoked by the Company, expire sixty months from the date 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 Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

**SPECIAL RESOLUTION**

THAT the Company may allot the New Shares without offering them to the A Ordinary Shareholders, in accordance with article 6.2 of the Articles of the Association of the Company dated 10 August 2016.

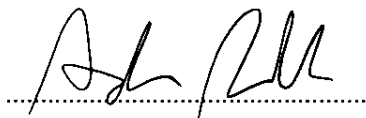
This resolution shall become effective on the date of execution.

**AGREEMENT**

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

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

Signed by **ADAM DODDS**  
Date: 15 Jan 2018



Signed by **DAVIDE FIORANELLI**

.....

Signed by **ANDRE MOHAMED**  
Date:

.....



## **NOTES**

1. Once you have indicated your voting intentions please sign and date this document and return it to the Company by attaching a scanned copy of the signed document to an email and sending it to Adam Dodds at the following email address: [adam@freetrade.io](mailto:adam@freetrade.io).

If you do not agree with the resolution(s), you do not need to do anything, you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolution(s), you may not revoke your agreement.

3. Where by such date as is 28 days after the Circulation Date, insufficient agreement has been received for the resolution(s) to pass, such resolution will lapse. If you agree to the resolution(s), please ensure that your agreement reaches us before this date.

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**ORDINARY RESOLUTION**

THAT in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot up to a maximum of 3,536,102 B Investment Shares ("**New Shares**"), provided that this authority shall, unless renewed, varied or revoked by the Company, expire seventy two months from the date 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 Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

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