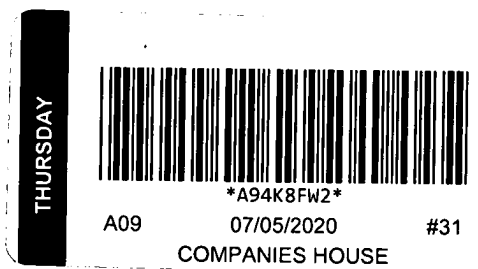


Company Number: 11501632

Companies Act 2006
WRITTEN RESOLUTIONS
of
UNDERPINNED LIMITED (the "Company")



Circulation Date: 1 May 2020

Pursuant to Part 13, Chapter 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in section 289 of the Companies Act 2006) hereby approve, with effect from 3 April 2020, the following written resolutions as Ordinary Resolutions and a Special Resolution of the Company (the **Resolutions**) and agree that the said Resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

1. SUB-DIVISION OF ENTIRE ISSUED SHARE CAPITAL

THAT the 1,714,125 existing issued shares of £0.000002259 each in the capital of the Company be sub-divided into 17,141,250 shares of £0.000002259 each in the capital of the Company, such shares to have the rights and be subject to the restrictions set out in the Articles of Association of the Company.

2. AUTHORITY TO ALLOT SHARES

THAT in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate of 3,224,797 ordinary shares of nominal value each 0.000002259 in the Company up to an aggregate nominal value of £0.7284816423, provided that this authority is for a period expiring five years from the date of this resolution but 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 after such expiry 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 subsisting authorities, to the extent unused.

SPECIAL RESOLUTION

3. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of Resolution 2, the Company's shareholders hereby approve the waiver of their pre-emption rights contained in Article 6 of the Articles and Clause 18 of the investment agreement relating to the Company dated 3 April 2019 as amended from time to time in respect of the allotment of shares in the Company up to an aggregate nominal value of £0.7284816423.

Please read the notes at the end of this document before you signify your agreement to the Resolutions.

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

.....
Albert de Symons Azis Clauson

4 May 2020
Date:

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For and on behalf of Frontive Holding Limited

4 May 2020
Date:

.....
Christopher Williams

4 May 2020
Date:

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For and on behalf of WCS Nominees Limited

4 May 2020
Date:

.....
Alan Gross

Date:

.....
Kenya Matsumoto

4 May 2020
Date:

.....
Imran Khatri

4 May 2020
Date:

.....
Edward Bell

4 May 2020
Date:

.....
For and on behalf of AUFJ Limited

Date:

.....
Alice Stephenson

4 May 2020
Date:

.....
Simon Williams

4 May 2020
Date:

.....
Sameer Khatri

4 May 2020
Date:

.....
Lindsay Scarlett

4 May 2020
Date:

.....
David Houten

Date:

Notes

1. A member wishing to signify his/her approval to these Resolutions should sign above in the space and provide and insert the date of signature. A signed copy of these Resolutions should be returned to the Company by post, email (scanned copy) or DocuSign.
2. For these Resolutions to be passed and for a member's approval to be counted, his/her approval must be given not more than 28 days for the date of circulation of these Resolutions to members.
3. If, after 28 days, insufficient agreement has been received for the Resolutions to pass, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. Once you have indicated your agreement to these Resolutions, you may not revoke your agreement.