

**CARIBOU VENTURES I LTD
("Company")**

WRITTEN RESOLUTION: CIRCULATED ON 15th JULY 2020

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolution in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTION

- 1.1 This document contains proposed written resolution of the Company for approval by you as a member of the Company which is proposed as an ordinary resolution and requires members holding more than 50% per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. PERIOD TO APPROVE WRITTEN RESOLUTION

If the Company has not received the necessary level of members' agreement to pass the resolution by close of business on the date falling 28 days after the date these written resolution were first circulated to members ("**Lapse Date**"), the resolution will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION

- 3.1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning them to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolution, you cannot revoke them.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolution and not some only.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION

You do not have to do anything. Failure to respond will not be treated as agreement to the resolution.



Company no. 12140007

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CARIBOU VENTURES I LTD LIMITED
("Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company proposed as an ordinary resolution:


That, subject to the approval of Resolution 1 in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495) and article 14(3)(a) of the Company's new articles of association (the "Articles") in force pursuant to Resolution 1, the Company's director (or directors as the case may be from time to time) is/are hereby given authority for the purposes of article 14(1) of the Articles and section 175 of the Companies Act 2006 to authorise matters giving rise to an actual or potential conflict and to indefinitely disapply any provision in the Articles that could function to prevent that director from being counted as participating in the decision-making process; voting; or forming part of the quorum, in relation to any proposed transaction or arrangement in which such director is interested.

Circulation date: July 2020

Registered office: 71-75 Shelton Street, London, Greater London, United Kingdom, WC2H 9JQ

Agreement to written resolution

I, the undersigned, being the only person entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of member:	MARK PIHLENS	
Signed:		
		Dated: 15 th July 2020

**CARIBOU VENTURES I LTD
("Company")**

WRITTEN RESOLUTIONS: CIRCULATED ON 15th JULY 2020

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document.

EXPLANATORY STATEMENT TO MEMBERS

1. NATURE OF WRITTEN RESOLUTIONS

- 1.1 This document contains proposed written resolutions of the Company for approval by you as a member of the Company and Resolutions 1 and 2 are proposed as ordinary resolutions and requires members holding more than 50% per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed and Resolutions 3 and 4 are proposed as special resolutions and require members holding not less than 75% per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.
- 1.2 A copy of the proposed articles of association to be adopted have been circulated with this resolution.

2. PERIOD TO APPROVE WRITTEN RESOLUTIONS

If the Company has not received the necessary level of members' agreement to pass the resolutions by close of business on the date falling 28 days after the date these written resolutions were first circulated to members ("**Lapse Date**"), the resolutions will lapse.

3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTIONS

- 3.1 Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning them to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors".
- 3.2 **Once you have signified your agreement to the resolutions, you cannot revoke them.** Please ensure that your agreement reaches us no later than the close of business on the Lapse Date. Please note that you can only agree to all of the resolutions and not some only.

4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTIONS

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CARIBOU VENTURES I LTD LIMITED
("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company with Resolutions 1 and 2 as ordinary resolutions and Resolutions 2 and 3 as special resolutions:

RESOLUTION 1 – CONSOLIDATION OF ORDINARY SHARES

That, in accordance with section 618 of the Companies Act 2006 (CA 2006), the 100 ordinary shares of £0.01 each in the issued share capital of the Company be consolidated into 1 ordinary share of £1 each (**Ordinary Share**), such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing 100 ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.

RESOLUTION 2 – AUTHORITY TO ALLOT

That, in accordance with section 551 of the CA 2006, the directors of the Company be unconditionally authorised to allot 99 new Ordinary Shares and 499,900 redeemable and non-dividend preference shares of £1 each in the capital of the Company having the rights and subject to the restrictions set out in the articles adopted pursuant to Resolution 3 below. Unless renewed, varied or revoked by the Company, this authority shall expire on 15 July 2025 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 section 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.

RESOLUTION 3 – AUTHORITY TO ALLOT

That, subject to the passing of Resolution 1 above and in accordance with section 570 of the CA 2006 the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

(a) be limited to the allotment of equity securities up to an aggregate nominal amount of £499,999; and

(b) expire on 15 July 2025 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

RESOLUTION 4 – ADOPTION OF NEW ARTICLES OF ASSOCIATION


That the draft articles of association in the form attached, and signed by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (including all the provisions of the Company's memorandum of association which, by virtue of section 28 of the CA 2006, are treated as provisions of the existing articles of association of the Company).

Circulation date: July 2020

Registered office: 71-75 Shelton Street, London, Greater London, United Kingdom, WC2H 9JQ

Agreement to written resolutions

I, the undersigned, being the only person entitled to vote on the above resolution, irrevocably agree to such resolution:

Name of member:	MARK PIHLENS	
Signed:		
		Dated: 15 th July 2020