

THE COMPANIES ACT 2006

COMPANY NUMBER: 12772357

WRITTEN RESOLUTION

OF

WAITHERO LTD

TP WEDNESDAY



A9EN8LQB

| | | |
|-----------------|------------|------|
| A08 | 30/09/2020 | #121 |
| COMPANIES HOUSE | | |
| A12 | 20/08/2020 | #250 |
| COMPANIES HOUSE | | |

We, the undersigned, holding the requisite number of issued shares for the passing of a special resolution of the Company and entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, pursuant to Section 283 of the Companies Act 2006 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.

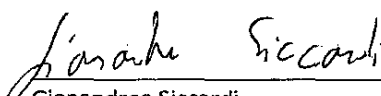
IT IS RESOLVED:

THAT, upon the recommendation of the directors and based on the signed solvency statement dated the day and year hereafter written (a copy of which is attached hereto and for the purposes of identification marked with an "A"), the Company's issued share capital be reduced from £24,000,160,000 to £4 by reducing the nominal value of each A Ordinary share from £100,000 to £0.00001 and reducing the nominal value of each B Ordinary Share from £1.00 to £0.00001.

Dated this day of 2020 and signed by:


Andriy Dovzhenko


Mirco Bulega


Gianandrea Siccardi

Notes

1. The purpose of this written resolution is to reduce the issued share capital of the company supported by solvency statement.
2. The resolution is a special resolution and the requisite majority needed to pass the resolution is members representing not less than three-fourths of the total voting rights of eligible members.
3. The circulation date of this written resolution is the date hereof.
4. If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
5. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company.
6. If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 3.
7. Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked.

WAITHERO LTD (the "Company")

Minutes of a meeting of the Board of Directors held at 6, 24 PARK ROAD, NW1 4 SH
on the 07 / 08 / 2020.

| | | |
|---------|---------------------|----------|
| Present | Andriy Dovzhenko | Director |
| | Mirco Bulega | Director |
| | Gianandrea Siccardi | Director |

Open

1. MIRCO BULEGA took the Chair and, noting that a quorum was present, declared the meeting open.

Proposal

2. The chairman reported the proposal to reduce the capital of the Company by a special resolution supported by a solvency statement in the manner set out herein, namely, by reducing the Company's share capital from £24,000,160,000 to £4 by reducing the nominal value of each A Ordinary Share from £100,000 to £0.00001 and each B Ordinary Share from £1.00 to £0.00001 (hereinafter "the Proposal").

Solvency Statement

3. A solvency statement pursuant to Section 643 of the Companies Act 2006 was presented to the meeting duly signed by the directors.

Shareholder Resolution

4. The meeting noted that it would be necessary to circulate a written resolution of the shareholders for the purpose of passing a special resolution to approve the Proposal. There was now presented to the meeting a written resolution for this purpose and IT WAS RESOLVED THAT the same be immediately delivered to the shareholder together with a copy of the signed solvency statement. At this point, the meeting was adjourned to enable this to take place.
5. Upon resumption of the meeting, the chairman reported that the written resolution had been circulated and that the resolution contained therein had been passed whereupon IT WAS RESOLVED THAT, subject to the resolution being registered at Companies House and taking effect pursuant to section 644 of the Companies Act 2006, the nominal value of each share in issue be reduced from £24,000,160,000 to £4.
6. There was presented to the meeting a statement of compliance confirming that the solvency statement was not signed more than fifteen days before the passing of the special resolution and that a copy of the special resolution was attached to the written resolution whereupon IT WAS RESOLVED:
 - a. THAT the statement of compliance be signed by the chairman of the Company; and
 - b. THAT a copy of the statement of compliance be filed with the Registrar of Companies together with the written resolution, solvency statement and form SH19.

Close

7. The directors acknowledged their responsibility under section 172 of the Companies Act 2006 to promote the success of the Company.
8. There being no further business, the meeting was declared closed.



COMPANIES HOUSE

7/8/20

COMPANIES HOUSE

Mirco Bulega
Chairman

THE COMPANIES ACT 2006

COMPANY NUMBER: 12772357

WRITTEN RESOLUTION

OF

WAITHERO LTD

We, the undersigned, holding the requisite number of issued shares for the passing of a special resolution of the Company and entitled to receive notice of and to attend and vote at general meetings HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, pursuant to Section 283 of the Companies Act 2006 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.

IT IS RESOLVED:

THAT, upon the recommendation of the directors and based on the signed solvency statement dated the day and year hereafter written (a copy of which is attached hereto and for the purposes of identification marked with an "A"), the Company's issued share capital be reduced from £24,000,160,000 to £4 by reducing the nominal value of each A Ordinary share from £100,000 to £0.00001 and reducing the nominal value of each B Ordinary Share from £1.00 to £0.00001.

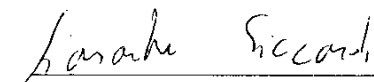
Dated this 7 day of August 2020 and signed by:



Andriy Dovzhenko



Mirco Bulega



Gianandrea Siccardi

Notes

1. The purpose of this written resolution is to reduce the issued share capital of the company supported by solvency statement
2. The resolution is a special resolution and the requisite majority needed to pass the resolution is members representing not less than three fourths of the total voting rights of eligible members.
3. The circulation date of this written resolution is the date hereof
4. If you agree to all resolutions herein, please signify your agreement by signing against your name where indicated and enter the date on which you signed the document. Please then return the document to the Company.
5. If you return the document signed, but un-dated, it will be assumed by the Company that you signed the document on the day immediately preceding the day on which it was received by the Company
6. If not passed by the requisite majority of members, this written resolution shall lapse 28 days from the date of circulation as stated in 3.
7. Once this resolution has been signed and returned to the Company, your agreement to it may not be revoked