

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

COMPANY NUMBER: 12879788

WRITTEN RESOLUTION

OF

ESTU GLOBAL LTD (the "Company")

18 January 2021 ~~2020~~ ("Circulation Date")

THURSDAY



In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the following written resolution 1 below be passed as an ordinary resolution and written resolutions 2 and 3 below be passed as a special resolutions (each a "Resolution", together the "Resolutions"):

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £9 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the Circulation Date, 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.

SPECIAL RESOLUTIONS

2. **THAT**, subject to the passing of resolution 1 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 1, 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 £9; and
 - b. expire on the fifth anniversary of the Circulation Date, (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.

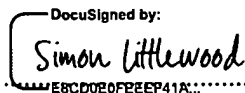
3. **THAT**, the new articles of association of the Company contained in the document annexed hereto ("**New Articles**") be and are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

AGREEMENT

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

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

Signed by **Simon Littlewood**

DocuSigned by:

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Date

8 February 2021.....

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only one or some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand or Post:** delivering the signed copy to Joelson JD LLP, 30 Portland Place, London W1B 1LZ (FAO: Philippa Sturt).
- **Fax:** faxing the signed copy to 02075802251 marked "For the attention of Philippa Sturt".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Philippa.s@joelsonlaw.com. Please enter "Estu Global Ltd Written Resolutions" in the e-mail subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. If sufficient agreement to the Resolutions has not been received by 28 days after the date on which the Resolutions have been circulated, the Resolutions shall lapse.
4. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.