

Company number <<Insert Company Number>>

Private and Confidential
Special Resolutions
<<Insert Company Name>> ("Company")

<<Circulation Date>>

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Resolutions be passed as written resolutions (the "Resolutions").

1. The directors of the Company are hereby authorised to allot <<Insert Number from Schedule 5>> of the Company or grant rights to allow the Investor to pay for any security into shares in the Company ('Rights') up to a total of <<Insert Number from Schedule 5>>. However, this authority shall expire five years after the date this resolution is passed.

Despite this, the Company may make an offer or agreement that would or might require shares to be granted (and the Directors may allocate shares or grant Rights with that offer or agreement) even though this resolution has expired, made in accordance with section 551 of the Companies Act 2006.

This authority replaces all previous authorisations which gave the Directors the right to allocate shares or grant of Rights already agreed to be made in accordance with those previous authorisations.

2. If Resolution 1 above is passed, the Companies Act 2006 to allot shares shall not apply to this allotment. Resolution 1 and only applies to the amount set out in Resolution 1 applies.
3. The articles contained in the present Resolutions be and are hereby approved and adopted as the articles of association of the Company in replacement of the articles of association of the Company.

Agreement

Please read the notes at the end of the Resolutions. Signifying your agreement to the Resolutions.

The undersigned, a person entitled to vote on the Resolutions, hereby irrevocably agrees to the Resolutions on <<Circulation Date>>.

Dated this << >> day of << >>

Name

Signature

<< >>

<< >>

Notes

1. If you agree to the Resolutions, you agree to the agreement by signing and dating this document where shown, or by post to <<Insert Name>>.

You may not return the Resolutions by any other method.

If you do not agree to the Resolutions, you are not assumed to agree if you fail to sign.

2. Once you have signed the Resolutions, you cannot change your mind and go back on your agreement.
3. Unless, by 28 days from the date of the Resolutions (beginning with that date), enough agreements are received to pass the Resolutions to pass, they will lapse and no longer apply.

If you agree to the Resolutions, please return your agreement to us before or on this date.

agreement by signing and dating this document where shown, or by post to <<Insert Name>>.

You may not return the Resolutions by any other method.

If you do not agree to the Resolutions, you are not assumed to do anything. You will not be required to do anything.

Once you have signed the Resolutions, you cannot change your mind and go back on your agreement.

Unless, by 28 days from the date of the Resolutions (beginning with that date), enough agreements are received to pass the Resolutions to pass, they will lapse and no longer apply.

If you agree to the Resolutions, please return your agreement to us before or on this date.