

Smartmgt Limited
130 Old Street
London
EC1V 9BD

SHAREHOLDERS' ORDINARY RESOLUTION

The Articles of Association dated 03/10/2016 are in force at the date of this Resolution.

The Shareholders, by Shareholders' ordinary resolution, grant the Directors authorisation under section 551 of the Companies Act to exercise all powers of the Company to create new shares as may be determined by ordinary resolution.

This authority:

- (b) limits the value of the shares to £1.00 each and the nominal amount of the shares, in respect of which such securities confer the right to subscribe or convert, shall not exceed £87,000; and
- (c) shall expire on 5 years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Signed:



.....
Robert Alan Smith
Shareholder
Smartmgt Limited

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ORDINARY RESOLUTION

The Articles of Association dated 03/10/2016 are in force at the date of this Resolution.

That the Directors are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 and by way of Shareholder Ordinary Resolution and, subject to the conditions therein, to exercise all powers of the Company to issue new shares as may be determined by ordinary resolution.

The directors have resolved to create a class preference B shares the rights attaching to those shares shall are set out in the attached schedule. Further that:

- (a) the aggregate of the nominal amount of such B preference shares shall be £1.00 each and every share and the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £87,000; and
- (b) this authority shall expire on 5 years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Signed:



.....
Robert Alan Smith
DIRECTOR
Smartmgt Limited

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Company No. 10408379

SHAREHOLDERS' SPECIAL RESOLUTION

The Articles of Association dated 03/10/2016 are in force at the date of this Resolution.

By way of a Shareholders' ordinary resolution, the company is empowered to issue shares with such rights or restrictions as may be determined by ordinary resolution.

The Shareholders, by special resolution, resolve to dis-apply under 571 Companies Act 2006 in respect of the allotment and issue of new ordinary and preference equity shares.

Signed by all shareholders

A handwritten signature in black ink, appearing to be 'Robert Alan Smith', written over a horizontal dotted line.

Robert Alan Smith
Shareholder
Smartmgt Limited