**WRITTEN CONSENT OF THE SHAREHOLDERS AND OF THE DIRECTORS OF \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

August 16, 2017

The undersigned, being all the Shareholders (“Shareholders”), and all the Directors (“Directors”), of \_\_\_\_\_\_\_\_\_\_\_\_\_ a \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ business company (“Company”), acting pursuant to applicable law and the Company’s corporate documents, do hereby adopt, by this written consent (“Consent”), the following resolutions and direct that this Consent be filed in the Company’s records:

**NOW, THEREFORE, BE IT**

**Capitalization**

**RESOLVED**, that the Shareholders and the Directors of the Company hereby unanimously approve the capitalization by the Shareholder \_\_\_\_\_\_\_\_ in the amount of \_\_\_\_\_\_\_\_ (“Capitalization Amount”); and be it

**FURTHER RESOLVED**, that such capitalization can be made in whole or in part (installments), as well as at a date or dates (as applicable) as the Shareholder, who is making such capitalization, deems appropriate, at his sole discretion, provided that the total Capitalization Amount will be capitalized no later than \_\_\_\_\_\_\_\_\_; and be it

**FURTHER RESOLVED**, that the foregoing capitalization shall have no impact on the current ownership structure of the Company and, therefore it shall not result (i) in the issuance of new shares in the Company, or (ii) any changes to the Company’s existing outstanding share certificates.

This Consent may be signed in any number of separate counterparts, including by way of facsimile or other electronic transmission, each of which shall be an original with the same effect as if the signatures thereto were upon the same instrument and all of which when taken together shall constitute one and the same instrument.

**[signatures on the next page]**

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date first written above.

**SHAREHOLDERS**: **DIRECTORS**:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_