

Maistro Limited
1a, Grow On Building 3 Babbage Way
Clyst Honiton
Exeter
EX5 2FN

12 February 2020

Dear Shareholder,

Maistro Limited – Shareholders Resolution

Further to a Board meeting of Maistro Limited (the “Company”) held on 12 February 2020, please find attached a written resolution with respect to the issue of new ordinary shares and disapplication of pre-emption rights.

By way of background, as referred to in the Company’s recent open offer circular, the Company has raised since August 2019 £870,000 through loans to fund operations and working capital. These loans together with interest are due for repayment in February 2020. The Company would like to offer to lenders the option of being repaid together with interest in ordinary shares in the Company as an alternative to cash. The Company also anticipates it will need to raise an additional £430,000 in the near future and expects to do this by way of a share issue. In both cases the Company expects to value the shares at 0.01 pence each (the same price as the recent open offer). In addition the Company anticipates it will issue up to 2,000,000,000 shares in consideration of the provision of certain services. Therefore the Company is seeking shareholder approval to issue up to 15,300,000,000 ordinary shares.

Please provide your response to the written resolution in accordance with the directions set out in the Notes section therein.

On a separate matter the Board has noted that holders representing 64% of the issued share capital of the Company subscribed for shares in the recent open offer. The Board wishes to remind shareholders that there is a facility for shareholders to sell their shares through Asset Match (<https://www.assetmatch.com/>), which facilitates a quarterly auction to match buyers and sellers. The next auction is scheduled for 25th March 2020. The Board will review this trading facility on a periodic basis, based on usage and the cost of maintaining the service.

Yours faithfully,

Richard Croft
Company Secretary

Company number 08188404

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Maistro Limited (**Company**)

12 February 2020

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**); and
- resolution 2 below is passed as a special resolution (**Special Resolution**).

ORDINARY RESOLUTION

Resolutions	For	Against
1. THAT subject to and conditional upon Resolution 2 being approved the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the “ 2006 Act ”) to exercise all the powers of the Company to allot equity securities of the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of “ relevant securities ”) up to a maximum aggregate nominal amount of £153,000 in each case for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs last, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked. This resolution is in addition to and supplements all existing unexercised authorities previously granted to the Directors to allot relevant securities.		

SPECIAL RESOLUTION

Resolutions	For	Against
2. THAT , subject to and conditional upon Resolution 1 being passed, the Directors be and are hereby empowered pursuant to the articles of association of the Company and section 570 of the 2006 Act, to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by Resolution 3 above as if section 561 of the 2006 Act did not apply to any such allotments. Such power shall, subject to the continuance of the authority conferred by Resolution 1, expire 15 months after the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs last, but may be previously revoked or varied from time to time by Special Resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied. This resolution is in addition to all existing unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the 2006 Act did not apply.		

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 12 February 2020, hereby irrevocably agrees to those resolutions as indicated above:

Signed for and on behalf of

Date

NOTES

1. If you wish to vote in favour of a resolution please put an “X” in the “For” box next to that resolution. If you wish to vote against a resolution please put an “X” in the “Against” box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions, please sign and date this document and return it to the Company using one of the following delivery methods:

- **By hand.** Delivering the signed copy to the Company Secretary at 1a Grow On Building, 3 Babbage Way, Clyst Honiton, Exeter EX5 2FN
- **Post.** Returning the signed copy by post to the Company Secretary at 1a Grow On Building, 3 Babbage Way, Clyst Honiton, Exeter EX5 2FN
- **Email.** Attaching a scanned copy of the signed document to an email and sending it to investors@maistro.com. Alternatively indicate in the text of the email whether you wish to vote in favour of or against each resolution. Please type “Written resolutions dated 12 February 2020” in the email subject box.

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3. Unless by 11 March 2020, sufficient agreement is received for a resolution to pass, that resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.