

Company number: 02498901
Private Company Limited by Shares
Written Resolutions
of
Sirsi Limited (the Company)
Circulated on: 5 June 2019 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (Act), the directors of the Company propose that resolution 1 be passed as an ordinary resolution and resolution 2 be passed as a special resolution (Resolutions):

Ordinary resolution

- 1 THAT, in accordance with paragraph 47(3)(b) of Part 3 of Schedule 4 to the Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007 (SI 2007/3495), the directors are hereby given authority to authorise matters giving rise to an actual or potential conflict for the purposes of section 175 of the Companies Act 2006.

Special resolution

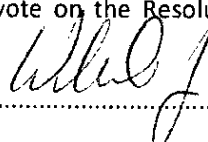
- 2 THAT, the purchase by the Company of the business and assets, as set out in the asset transfer agreement attached to these Resolutions, for the amount equal to the debt owed to the Company by Electronic Online Systems International Limited, being a company connected with William Charles Davison JR a director of the Company, and which constitutes a substantial property transaction under sections 190 to 196 of the Companies Act 2006, be approved.

Agreement

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

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

Signed by


.....

For and on behalf of Sirsi Corporation

Date

..... 5 June 2019

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand or by post to Axis 6, Rhodes Way, Watford, England, WD24 4YW.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to pass within 28 days of the circulation date, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before or during this date.

FRIDAY



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