

Company number: 02781951

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

1HQ Limited (the Company)

Circulated on 19 JUNE

2017

FRIDAY



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08/09/2017

#283

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions and ordinary resolutions as applicable (together, the **Resolutions**).

SPECIAL RESOLUTIONS

1. **THAT** the Articles be amended by the addition of the words "Subject to article 17.3" at the start of article 17.1,
2. **THAT** the Articles be amended by the addition of new articles 17.3 and 17.4, the wording of which shall be as follows:

"17.3 Notwithstanding anything contained in these articles, and in priority to the powers outlined in article 18, the directors shall not decline to register any transfer (a **Transfer**) of any share where such transfer:

- (I) is to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a **Secured Institution**); or
- (II) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (III) is executed by a Secured Institution or its nominee, or any third party transferee, the Secured Institution may in its absolute discretion select or any receiver (or similar officer) pursuant to a power of sale or other power existing under such security, and a certificate from the Secured Institution, its nominee or any receiver (or similar officer) that the shares are or are to be subject to such security and the

transfer is in accordance with the provisions of this Article shall be conclusive evidence of such facts.

17.4 Furthermore notwithstanding anything to the contrary contained in these articles:

- (I) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;
- (II) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer in 38.7(I) above to be transferred to them whether for consideration or not."

ORDINARY RESOLUTIONS

1. **THAT** it would promote the success of the Company for the benefit of its members as a whole, and be to the further benefit and advantage of the Company to enter into the documents (the **Documents**) referred to in the resolution of the directors of the Company appended to this Written Resolution (the **Board Minutes**) and the transactions contemplated thereby.
2. **THAT** any other document required to be executed and or delivered by the Company pursuant to or in connection with the Documents, or considered to be necessary or desirable in connection with the Documents, in accordance with any authority granted for this purpose by the directors of the Company be and is hereby authorised and approved
3. **THAT** any acts or decisions made by the directors of the Company in respect of the Company's entry into the Documents be and are hereby approved and ratified, notwithstanding any interest or conflict of interest which may have arisen to cause the validity of such acts or decisions to be in doubt

AGREEMENT

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

The undersigned, the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions as indicated above.

Signed by

Ceuta Holdings Limited

Shareholder, acting by:

DAVID SKINNER

7,900 A shares

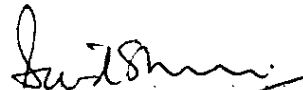
2,857 B shares

1,400 C shares

70.00% of the issued share capital

Signature

Date.


26 JUNE 2017

Signed by

John Sandom

Shareholder

3,653 D shares

21.03% of the issued share capital

Signature

Date:

Signed by

Sara Ordona

Shareholder

34 B shares

0.20% of the issued share capital

Signature.

Date:

LEAVER - ineligible to
vote under the articles
of association.

Signed by

Vanessa Miller

Shareholder

90 B shares

0.51% of the issued share capital

Signature

Date.

21 JUNE 2017

Signed by

Tracey Stevenson

Shareholder

50 B shares

0.29% of the issued share capital

Signature:

Date:

Signed by

Susannah Weitz

Shareholder

50 B shares

0.29% of the issued share capital

Signature:

Date:

Heard - April 2016.
Disqualified by the
Articles from voting.

Signed by

Rachael Slaney

Shareholder

50 B shares

0.29% of the issued share capital

Signature.

Date

21 JUNE 2017

Signed by

David Harding-Brown


Shareholder

121 B shares

0.70% of the issued share capital

Signature:

Date:

 21 JUNE 2017

Signed by

Laura Wade

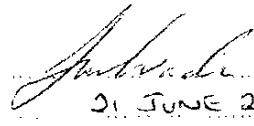
Shareholder

222 B shares

1.27% of the issued share capital

Signature.

Date:


21 JUNE 2017

Signed by

Amelia Goodwin

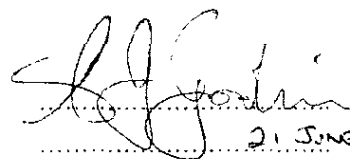
Shareholder

50 B shares

0.29% of the issued share capital

Signature:

Date:

A handwritten signature in black ink, appearing to read 'Amelia Goodwin', written over a dotted line.

21 JUNE 2017

Signed by

Andrew Collins


Shareholder

189 B shares

1.08% of the issued share capital

Signature:

Date:


21 JUNE 2017

Signed by
Julie Goodair
Shareholder
50 B shares
0.29% of the issued share capital

Signature
Date

[Signature]
21 JUNE 2017

Signed by

Sajag Patel

Shareholder

50 B shares

0.29% of the issued share capital

Signature:

Date:

Signed by

Mark Artus


Shareholder

600 C shares

3.46% of the issued share capital

Signature

Date.



31 JUNE 2017

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods.

By hand: delivering the signed copy to the Company at Hill House, 41 Richmond Hill, Bournemouth, Dorset, BH2 6HS;

Post: returning the signed copy by post to the Company at Hill House, 41 Richmond Hill, Bournemouth, Dorset, BH2 6HS.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, by the expiry of the period ending 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to 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.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.