

Company Number 03242334

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

INTERACTIVE INVESTOR HOLDINGS LIMITED (the "Company")

Circulation Date 25 September 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That:

- (i) the share capital of the Company be reduced from £291,459,883 to £1 by cancelling and extinguishing 291,459,882 fully paid ordinary shares of £1.00 each registered in the name of Interactive Investor Limited and the amount by which the share capital is reduced be credited as a reserve; and
- (ii) the share premium account of the Company of £156,457,516 be cancelled and the amount of the share premium account so cancelled be credited to a reserve.

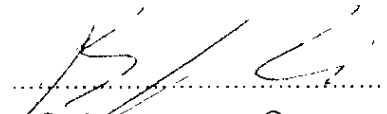
AGREEMENT

Please read the notes at the end of this document before indicating your agreement to the Resolution.

The undersigned, being a person entitled to vote on the Resolution on the Circulation Date, hereby agrees to the Resolution.

Signature

Print name:


BARRY BICKNELL

A director for and on behalf of **Interactive Investor Limited**

Date: 25 September 2019

WEDNESDAY



R8ERAM80
RM 25/09/2019 #33
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by one of the following methods:
 - 1.1 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.1.1 by e-mail: by sending a scanned copy of the signed and dated Resolution to simon.procter@shoosmiths.co.uk; or
 - 1.1.2 by hand: by delivering the signed and dated Resolution to Platform, New Station Street, Leeds, LS1 4JB, marked "For the attention of Simon Procter".
- 2 If you are indicating agreement to the Resolution on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5 When agreement to the Resolution has been received from members representing 75% of the total voting rights, it will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. However, in relation to a reduction of capital as contemplated by this Resolution, the Companies Act 2006 requires the Resolution to be passed within 15 days of the Company's directors making the solvency statement, which was made on 25 September 2019. Therefore, to be effective, the Resolution must be passed within 15 days of such date.

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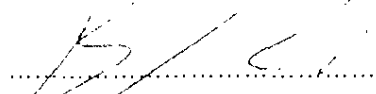
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Print name:


BARRY BICKWELL

A director for and on behalf of **Interactive Investor Limited**

Date: 25 Sept 2019