

Company Number: 03370400

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTIONS OF A GENERAL MEETING
OF
IMPARTA LIMITED
(the "Company")

TUESDAY



A31 *A6FSKQTM* #106
26/09/2017
COMPANIES HOUSE

Passed on 6 September 2017.

At a general meeting held on 6 September 2017, the following resolutions were duly passed as ordinary resolutions and special resolutions:

ORDINARY RESOLUTIONS

- 1 THAT each of the 21,314 issued "A" Ordinary Shares of 2.5p in the capital of the Company be and is hereby converted into and re-designated as an Ordinary Share of 2.5p in the capital of the Company (the "**Converted Shares**") having the rights and being subject to the restrictions set out in the Company's Articles of Association (as amended pursuant to Resolution 4 below) to the intent and effect that the "A" Ordinary Shares shall cease to exist as a separate class of shares and, save as provided in Resolution 4 below, all rights attaching to the "A" Ordinary Shares as a separate class of shares shall immediately cease and determine.

- 2 THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot Ordinary Shares of 2.5p in the capital of the Company to the holders of the Converted Shares up to an aggregate nominal value of £40.175 at such times and generally on such terms and conditions as the directors may determine (subject always to the Articles of Association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire on the day before the fifth anniversary of the date on which this Resolution is passed save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require such Ordinary Shares to be allotted after the expiry of such period and the directors of the Company may allot such Ordinary Shares in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired.

SPECIAL RESOLUTIONS

3 THAT, in accordance with section 570 of the Act and in substitution for all existing and unexercised authorities and powers, the directors of the Company be empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred upon them by Resolution 2 above as if the pre-emption rights of section 561 of the Act did not apply to any such allotment provided that this authority and power shall expire on the day before the fifth anniversary of the date of the passing of this resolution, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this Resolution had not expired.

4 "THAT the Articles of Association of the Company be amended as follows:

(a) by deleting Article 5(D)(iv) and replacing it with the following:

"Conversion

*Immediately prior to a Sale (but conditionally upon such Sale taking place) each of the Converted Shares (as such term is defined in the ordinary resolution of the Company passed on 6 September 2017) shall convert automatically into Ordinary Shares whereupon a holder of Converted Shares shall hold in Ordinary Shares, in addition to any Ordinary Shares already registered in that holder's name prior to the date of conversion, the same number of Ordinary Shares as the number of Converted Shares held by that holder prior to conversion **plus** 7.5% of that amount rounded up to the nearest whole number (to the intent and effect that, by way of example, the holder of 100 Converted Shares would, following such conversion, be entered on to the members' register as being the holder of an additional 108 Ordinary Shares)."*

(b) by deleting Article 15.2 and replacing it with the word: "Deleted"; and

(c) by deleting Article 15.3 and replacing it with the following:

*"If a Sale Notice is served pursuant to sub-clause 15.1 of this Article then each of the Remaining Members shall sell all their Shares in the capital of the Company to the buyer or buyers specified in the Sale Notice ("**Buyer**") at the same price or other consideration per share and otherwise upon terms and conditions no more onerous than those upon which the Intending Sellers intend to sell their Shares as are applicable to the Sale specified in the Sale Notice at the time specified for completion of the Sale in the Sale Notice".*


Richard Barkey
Director

(SIMON JONES,
AS ATTORNEY)