

COMPANIES ACT 1985-1989

WRITTEN RESOLUTION

of

YOUGOV LIMITED

Company Number: 03607311

Pursuant to Section 381A of the Companies Act

Passed on 19 APRIL 2004.

Amended

We being all the Members of the above named Company entitled to attend and vote at general meetings hereby passed by writing the following resolutions and agree that the said resolutions shall pursuant to Regulation 53 in Table A (which regulation is incorporated into the Articles of Association of the Company) for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

Ordinary Resolutions

1. **IT WAS RESOLVED** that
 - 1.1 the capital of the company be divided and reclassified so as to create 100 "B" ordinary shares of 1p ("B" share), 100 "C" ordinary shares of 1p ("C" share) and 100 "D" ordinary shares of 1p ("D" share). "B", "C" and "D" Shares shall confer on their holders all those duties, obligations, rights, powers and privileges associated with the "A" Shares, except that the holders of "B", "C" and "D" shares shall have no rights to receive notice of, to be present and speak at or to vote, either in person or by proxy, at any general meeting of the company or by way of written resolution or have any rights as regards capital of the company.
 - 1.2 All remaining ordinary shares, including those previously issued or retained shall be reclassified as "A" ordinary shares of 1p each ('A' Shares'), which shall retain all those duties, obligations, rights, powers and privileges as were previously attached to the shares.
2. **IT WAS FURTHER RESOLVED** that notwithstanding the provisions of clause 2 of the Company's Articles of Association, 2 "B" ordinary shares of 1p each, 2 "C" ordinary shares of 1p each and 2 "D" ordinary shares of 1p each in the capital of the Company are to be issued to such persons and for such consideration as the directors shall think fit.
3. **IT WAS RESOLVED** that the Articles of Association be amended as follows:
By deleting the present Article 3 and by adopting a new Article 3, namely:



The authorised share capital of the Company at the date of adoption of these Articles is £200,000 divided into 19,999,700 "A" ordinary shares of 1p each, 100 "B" ordinary shares of 1p each, 100 "C" ordinary shares of 1p each and 100 "D" ordinary shares of 1p each. The rights and privileges attaching to the respective classes of shares shall be as follows:

As regards voting

- (a) The holders of the "B" ordinary shares, the "C" ordinary shares and the "D" ordinary shares shall not be entitled to receive notice of, or attend, or vote at any general meeting of the company.

As regards income

- (a) The "A" ordinary shares, "B" ordinary shares, "C" ordinary shares and "D" ordinary shares shall rank *pari passu* with regard to entitlement to dividend except that the directors may at any time resolve to declare a dividend on one or more classes of share and not one or other classes

As regards capital

- (a) On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of all its liabilities shall be applied:
- (i) first in paying to the holders of the "A" ordinary shares an amount per share equal to the sum paid up or credited as paid up thereon;
- (ii) next and subject to (i) hereof, the balance of such assets shall belong to and be distributed amongst the holders of the "A" ordinary shares in proportion to the amounts paid up or credited as paid up thereon.

Mr Nadhim Zahawi

Dated

19/4/2004

Mr Stephan Shakespeare

Dated

19/4/2004

Mr Peter Kellner

Dated

12/4/2004

Mr Neil Bruce Copp

Dated

Balshore Investments

Dated

Roland Berger & Partners

Dated

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Mr Nadhim Zahawi Dated

Mr Stephan Shakespeare Dated

Mr Peter Kellner Dated

Mr Neil Bruce Copp Dated 19 April 2024

Balshore Investments Dated

Roland Berger & Partners Dated

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Mr Stephan Shakespeare Dated

Mr Peter Kellner Dated.....

Mr Neil Bruce Copp..... Dated.....

Balshore Investments..... Dated 19 April 2006.....

Roland Berger & Partners..... Dated.....

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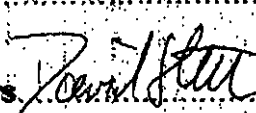
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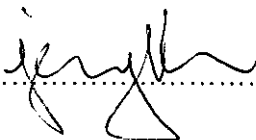
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Jenny Parks



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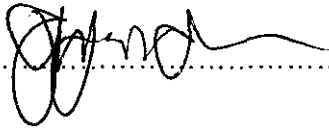
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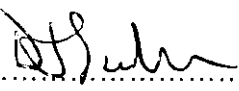
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Mark Smith

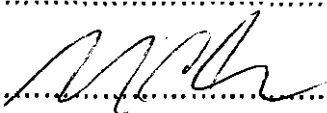
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Jenny Parks.....	Dated.....
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Celia Ellacott.....	Dated.....
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Chime Communications Plc.....	Dated.....
Edward Lister..... <i>E. Lister</i>	Dated..... <i>19 APRIL 2024.</i>
Ian Hargreaves.....	Dated.....
Des Wilson.....	Dated.....
David Crisanti.....	Dated.....

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Ian Hargreaves.....	Dated.....
Des Wilson.....	Dated.....
David Crisanti.....	Dated.....



Dated 19 April 2004

Anne Jenkin..... *Anne Jenkin* Dated *19 April 2004*

BJCA LLP Dated.....
(Company Accountants and Auditors)