

**XCHANGING UK LIMITED**

**(Company No. 03616858)**

**WRITTEN MEMBERS RESOLUTION of XCHANGING UK LIMITED (the "Company")**

**Circulation date:** 27 November 2019

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

**SPECIAL RESOLUTION**

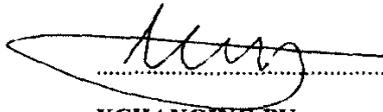
- 1. THAT, for clarificatory purposes only, the reduction of the issued share capital of the Company pursuant to a written resolution of the Company dated 12 November 2019 effectively reduced the issued share capital of the Company from 9,285,018 ordinary shares of £1.00 each, by cancelling and extinguishing 9,250,000 ordinary shares of £1.00 each, to 35,018 ordinary shares of £1.00 each in the Company, each of which was fully paid up, and the amount by which the share capital was so reduced was credited to a reserve.*

Please read the notes accompanying this document before you signify your agreement to the Clarificatory Resolution.

The undersigned being a person entitled to vote on the Clarificatory Resolution on 27 November 2019 hereby irrevocably agrees to the Clarificatory Resolution.



Signed:



for and on behalf of

XCHANGING BV

Date: 27/11/19

MICHAEL WOODFINE

(Signature page to Xchanging UK Limited Clarificatory Shareholder Resolution)

**Notes**

1. If you agree to the Clarificatory Resolution, please indicate your agreement by signing and dating this document as indicated and returning it to the Company.
2. If you do not agree to the Clarificatory Resolution you do not need to do anything; you will not be deemed to agree if you fail to reply.
3. Your agreement to the Clarificatory Resolution, once indicated, may not be revoked.
4. If sufficient agreement has not been received by the 28<sup>th</sup> day after the circulation date for the Clarificatory Resolution to pass then the Clarificatory Resolution will lapse.
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.