

Company Number: 03752194

Private Company Limited by Shares

WRITTEN RESOLUTIONS

of

Q SQUARED SOLUTIONS (QUEST) LIMITED (the Company)

Circulated on 18 December 2018

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 3 below are passed as ordinary resolutions and resolutions 4 to 6 are passed as special resolutions.

ORDINARY RESOLUTION

THAT, upon the recommendation of the directors of the Company:

1. a capitalisation of the sum of £4,500,000 being the amount standing to the capital contribution reserve;
2. this sum be applied to pay up in full 4,500,000 shares of £1 each (**Bonus Shares**); and
3. the directors of the Company be authorised to execute such documents to effect a distribution out of the Company's distributable reserves, including those created by the Capital Reduction (defined below) and that such distribution may be set off against debt due to the Company.

SPECIAL RESOLUTION

THAT, upon the recommendation of the directors of the Company and following the capitalisation referred to above:

4. all 4,500,000 of the newly-issued Bonus Shares be cancelled and extinguished such that the resultant total nominal share capital of the Company be reduced back to £1.00;
5. the entirety of the Company's share premium account then be cancelled and extinguished; and
6. then, capital to the extent of £0.90 on each of the 10 remaining issued fully paid-up ordinary shares of £1.00 each in the capital of the Company be cancelled and extinguished, reducing the nominal value of each such issued fully paid-up ordinary share from £1.00 to £0.10,



and the amount by which the the share capital is so reduced be credited to the Company's reserves (the **Capital Reduction**).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above.

The undersigned, being a person entitled to vote on the above resolutions on the circulation date stated above, hereby irrevocably agrees to the resolutions set out above.

Signed on and on behalf of Q Squared Solutions Limited



Date: 18 December 2018