

Company number 04160853

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
EVIDENTLY LTD (Company)

Circulation Date 19 January 2016

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

THAT

- 1 the 294 ordinary shares of £0.01 each in the Company registered in the name of Geoffrey Probert be and are hereby redesignated as class B ordinary shares of £0.01 each in the Company (Class B Shares)
- 2 1615 of the Class B Shares registered in the name of Daniel Zeff, 703 of the Class B Shares registered in the name of Simon Wiseman, 73 of the Class B Shares registered in the name of Geoffrey Probert and 25 of the Class B Shares registered in the name of James Rosenthal be and are hereby converted into Deferred Shares of £0.01 each in the Company (the Deferred Share Conversion)
- 3 article 14 of the Company's articles of association be and is hereby deleted

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (Resolution)

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

Signed by Daniel Zeff

Date

.. [Signature] ..
... 19/Jan/16 ..

Signed by Simon Wiseman

Date

.....
.....

Signed by Geoffrey Probert

Date

.....
.. ..

Signed by Gordon Greider

Date

.....
.. ..

Signed by Andrew Stafford-Deitsch

... ..

FRIDAY



A20 *A52IP6KJ* 11/03/2016 #273
COMPANIES HOUSE

Company number 04160853

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
EVIDENTLY LTD (Company)

Circulation Date 19 January 2016

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

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- 3 article 14 of the Company's articles of association be and is hereby deleted

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (**Resolution**)

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

Signed by Daniel Zeff

.....

Date

.....

Signed by Simon Wiseman

Simon Wiseman
26.1.2016

Date

Signed by Geoffrey Probert

.....

Date

.....

Signed by Gordon Grender

.....

Date

.....

Signed by Andrew Stafford-Deutsch

.....

Company number 04160053

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EVIDENTLY LTD (Company)

Circulation Date 19 January 2016

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

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2. 1616 of the Class B Shares registered in the name of Daniel Zeff, 703 of the Class B Shares registered in the name of Simon Wiseman, 73 of the Class B Shares registered in the name of Geoffrey Probert and 26 of the Class B Shares registered in the name of James Rosenthal be and are hereby converted into Deferred Shares of £0.01 each in the Company (the Deferred Share Conversion).
3. article 14 of the Company's articles of association be and is hereby deleted.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution set out in it (Resolution)

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

Signed by Daniel Zeff

Date

Signed by Simon Wiseman

Date

Signed by Geoffrey Probert

Date

Signed by Gordon Grendar

Date

Signed by Andrew Stafford-Welisch

Company number 04160853

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

EVIDENTLY LTD (Company)

Circulation Date 19 January 2016

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AGREEMENT

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

Signed by Daniel Zeff

Date

Signed by Simon Wiseman

Date

Signed by Geoffrey Probert

Date

Signed by Gordon Grender

Date

Signed by Andrew Stafford-Deitsch

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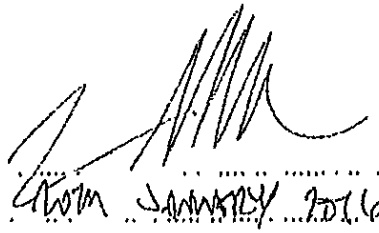
.....

... 19/1/2016 ...

A. Stafford-Deitsch

Signed by James Rosenthal

Date



From January 2016

Signed by _____
for and on behalf of SCP Evidently
LLC

Date

NOTES

1. If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods

By hand delivering the signed copy to James Rosenthal at Harella House, 90 to 98 Goswell Road, London, EC1V 7DF.

Post, returning the signed copy by post to James Rosenthal at Harella House, 90 to 98 Goswell Road, London, EC1V 7DF

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jamesr@cevidently.com. Please enter "Written resolution circulated on 19 January 2016" in the e-mail subject box

You may not indicate your agreement to the Resolution by any other method.

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by 15 February 2016 sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

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.

Date

Signed by James Rosenthal

Date

Signed by Andrew Stannard-Driscoll
for and on behalf of SCP Evidently
LLC

Date

Andrew Stannard-Driscoll
17 Jan 2016

NOTES

1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning to the Company using one of the following methods:

By hand delivering the signed copy to James Rosenthal at Harolla House, 90 to 98 Goswell Road, London, EC1V 7DF

Post returning the signed copy by post to James Rosenthal at Harolla House, 90 to 98 Goswell Road, London, EC1V 7DF

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to jamesr@cvrllently.com. Please enter "Written resolution circulated on 19 January 2016" in the e-mail subject box

You may not indicate your agreement to the Resolution by any other method

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.

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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