

Company No: 04160853

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**EVIDENTLY LTD**

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that resolution 1 below is passed as an ordinary resolution and resolution 2 below is passed as a special resolution (the "Resolutions"). The Resolutions were first circulated to the members of the Company on 31 August 2016 (the "Circulation Date")

**ORDINARY RESOLUTION**

1. **THAT** the sale by the Company of its business and certain of its assets on the terms or substantially on the terms of the asset sale agreement circulated with this resolution, to Newly Ltd (a company connected with Daniel Zeff (a director of the Company) and Andrew Stafford-Deltsch), be and hereby is approved for the purposes of sections 190 to 196 of the Companies Act 2006 and for all other purposes.

**SPECIAL RESOLUTION**

2. **THAT** the Company's articles of association be and hereby are updated by the deletion of the words "ahead of such meeting" from article 17.2.2, such change to take effect retrospectively in relation to all board meetings of the Company held since the date of adoption of its current articles of association.

**AGREEMENT**

**Please read the notes at the end of this document before signing your agreement to the Resolutions.**

We, being the members entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

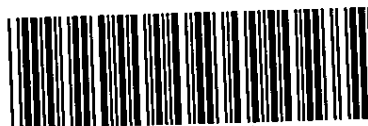
  
JAMES ROSENTHAL

Dated. 31 August 2016

\_\_\_\_\_  
DANIEL ZEFF

Dated: \_\_\_\_\_ 2016

SATURDAY



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03/09/2016

#164

COMPANIES HOUSE

03592531

\_\_\_\_\_  
**SIMON WISEMAN**

Dated \_\_\_\_\_ 2016

\_\_\_\_\_  
**FOR AND ON BEHALF OF  
SCP EVIDENTLY LLC**

Dated \_\_\_\_\_ 2016

\_\_\_\_\_  
**GORDON GRENDER**

Dated: \_\_\_\_\_ 2016

\_\_\_\_\_  
**ANDREW STAFFORD-DEITSCH**

Dated: \_\_\_\_\_ 2016

\_\_\_\_\_  
**GEOFFREY PROBERT**

Dated: \_\_\_\_\_ 2016

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\_\_\_\_\_  
**JAMES ROSENTHAL**

Dated. \_\_\_\_\_ 2016

\_\_\_\_\_  
**DANIEL ZEFF**

Dated. \_\_\_\_\_ 2016

\_\_\_\_\_  
**SIMON WISEMAN**

Dated: \_\_\_\_\_ 2016

A. Simon Wiseman  
**FOR AND ON BEHALF OF  
SCP EVIDENTLY LLC**

Dated: 31 Aug 2016

\_\_\_\_\_  
**GORDON GRENDER**

Dated: \_\_\_\_\_ 2016

A. Stafford-Deitsch  
**ANDREW STAFFORD-DEITSCH**

Dated: 31 Aug 2016

\_\_\_\_\_  
**GEOFFREY PROBERT**

Dated: \_\_\_\_\_ 2016

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\_\_\_\_\_  
**JAMES ROSENTHAL**

Dated. \_\_\_\_\_ 2016

  
\_\_\_\_\_  
**DANIEL ZEFF**

Dated: 31 August 2016

\_\_\_\_\_  
Dated. \_\_\_\_\_ 2016

**SIMON WISEMAN**

\_\_\_\_\_  
**FOR AND ON BEHALF OF  
SCP EVIDENTLY LLC**

Dated: \_\_\_\_\_ 2016

\_\_\_\_\_  
**GORDON GRENDER**

Dated: \_\_\_\_\_ 2016

\_\_\_\_\_  
**ANDREW STAFFORD-DEITSCH**

Dated: \_\_\_\_\_ 2016

\_\_\_\_\_  
**GEOFFREY PROBERT**

Dated: \_\_\_\_\_ 2016

SIMON WISEMAN

Dated

20/1/16

FOR AND ON BEHALF OF  
SGP EVIDENTLY LLC

Dated

20/1/16

(Permit)  
GORDON GRENDA

Dated

2/1/16

20/1/16

ANDREW STAFFORD-DEAN

Dated

20/1/16

GEOFFREY ROBERT

Dated

20/1/16

#### NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods  
  
By Hand: delivering the signed copy to Evidently Ltd, Harella House, 90-98 Goswell Road, London, EC1V 7DF, or  
  
Post: returning the signed copy by post to Evidently Ltd, Harella House, 90-98 Goswell Road, London, EC1V 7DF.
2. If you do not agree to the Resolutions, you are not required to take any action
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless, within the period of 28 days commencing on the Circulation Date, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company before this date