

Company Number: 04352450  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

Of  
INTELLIGENT PEOPLE LIMITED (the "Company")

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**CIRCULATION DATE:** 10<sup>th</sup> APRIL 2018 (Circulation Date)

We the undersigned being the members of the Company **RESOLVE** that the following resolutions be passed by way of written resolutions:

**Ordinary Resolutions**

1. **THAT** the Intelligent People Limited EMI Share Option Plan (**Plan**), a copy of the rules of which is attached to this written resolution, be approved.
2. **THAT**, subject to the passing of resolutions 1 above, the terms of the attached EMI Option Agreements (**Option Agreements**) proposed to be made between the Company and each of Dominic Dickinson and Paul Nicholls (together the **Option Holders**), and the grant of Options (as defined in the Option Agreements) to each of the Option Holders, be approved and the Company be authorised to enter into the Option Agreements.
3. **THAT**, subject to the passing of resolutions 1 – 2 above, the directors of the Company be authorised to do all acts and things necessary to establish the Plan.

**AGREEMENT**

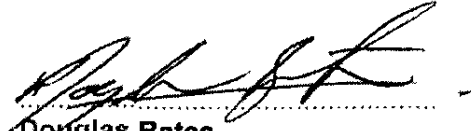
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

WEDNESDAY



\*A73MGZXK\*  
A09 11/04/2018 #150  
COMPANIES HOUSE

The undersigned, being a member of the Company entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

  
.....  
Douglas Bates

10/4/2018  
.....  
Date

  
.....  
Christopher Mason

10/4/2018  
.....  
Date

#### NOTES

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 **By Hand** delivering the signed copy to the Company Secretary at the Registered Office:

1. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible and in any event within 15 days from the Circulation Date. The Resolutions will lapse if sufficient agreement for the Resolutions has not been received by that time.
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.