

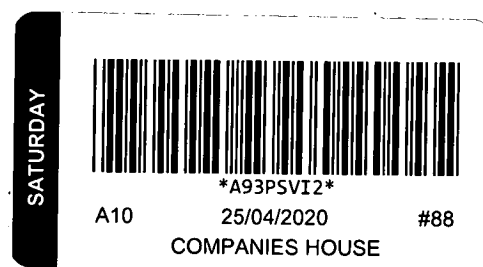
**Company Number: 04865179**

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**Special Resolution  
of  
COUNTER ONLINE METRICS**

Dated: 23 April 2020



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolution has been duly passed by a written resolution of the shareholders as a Special Resolution:

**SPECIAL RESOLUTION**

The following amendments are made to the Company's Articles of Association:

The following articles are inserted into Article 1 – "Interpretation".

**Present** means, for the purposes of physical general meetings, present in person, or, for the purposes of Electronic general meetings, present by electronic means (and references to persons attending by electronic means is defined as attendance at Electronic general meetings via the electronic platform(s) stated in the notice of such meeting);

**Electronic general meeting** means a general meeting hosted on an Electronic platform;

**Electronic platform** includes, but is not limited to, website addresses and conference call systems;

Article 6 is amended by the insertion of the wording "The board shall determine whether a general meeting is to be held as a physical general meeting or an Electronic general meeting." after the word "next" and the insertion of the wording "(including Electronic platforms)" after the word "place".

Article 9 is replaced in its entirety with the following wording:

*"The notice shall be given to all the members, auditors, directors and every legal representative or trustee in bankruptcy of a member where the member, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and shall specify:*

- *whether the meeting shall be a physical or an electronic meeting;*
- *the general nature of the business to be dealt with; and*
- *for physical general meetings, the time, date and place of the meeting; or*
- *for Electronic general meetings, the time, date and Electronic platform for the meeting, which Electronic platform may vary from time to time and from meeting to meeting as the board, in its sole discretion, sees fit,*

*and in the case of an annual general meeting it shall specify the meeting as such. Notice may be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this clause "address" in relation to electronic communications includes any number or address used for the purposes of such communications. If the notice is made available by means of a website, it must be available until the conclusion of the meeting."*

Article 12 is amended by the replacement of the word "present" with the word "Present".

Article 13 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the word "place" and the replacement of the word "present" with the word "Present".

Article 14 is amended by the replacement of the word "present" with the word "Present" in the third, fourth and fifth line.

Article 15 is amended by the replacement of the word "present" with the word "Present" in both the first and second line.

Article 17 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the words "time and place" and the replacement of the word "present" with the word "Present".

Article 21 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the word "place".

Article 23 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the word "place".

Article 24 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the word "place" in both the first and third line.

Article 25 is amended by the replacement of the word "present" with the word "Present".

The following wording is inserted as a new article 26A:

*All resolutions put to the members at Electronic general meetings shall be voted on by a poll, which poll votes may be cast by such electronic means as the board in its sole discretion deems appropriate for the purposes of the meeting.*

Article 32 is amended by the insertion of the wording "(which place may include Electronic platforms)" after the word "place".

The following wording is inserted as a new article 32A:

**32A: Electronic Meetings**

**32A (i)** *The board may resolve to enable persons general meetings entitled to attend a general meeting hosted on an Electronic platform to do so by simultaneous attendance by electronic means with no member necessarily in physical attendance at the Electronic general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the general meeting is satisfied*

that adequate facilities are available throughout the Electronic general meeting to ensure that members attending the Electronic general meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. Nothing in these Articles prevents a general meeting being held both physically and electronically.

**32A(ii)** For the purposes of articles 32A and 33 the right of a member to participate in the business of any general meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have access (including electronic access) to all documents which are required by the Companies Acts or these articles to be made available the meeting.

**32A(iii)** The board and, at any Electronic general meeting, the chairman may make any arrangement and impose any requirement or restriction as is:

- (a) necessary to ensure the identification of those taking part and the security of the electronic communication, and
- (b) proportionate to those objectives.

In this respect, the Company is able to authorise any voting application, system or facility for Electronic general meetings as it sees fit

**32A(iv)** The board and, at any Electronic general meeting, the chair may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part and the security of the electronic communication and proportionate to those objectives. In this respect the company is able to authorise any voting application, system or facility for Electronic general meetings as it sees fit".

**32A(v)** If it appears to the chairman of the general meeting that:

- (a) the facilities at the principal meeting place or any satellite meeting place, or
- (b) the Electronic platform, facilities or security at the Electronic general meeting,

have become inadequate for the purposes referred to in this Article 32A, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 17 shall apply to that adjournment.



Director / Company Secretary