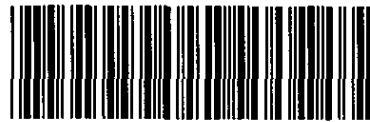


Company number: 6539496

FRIDAY



A28 \*A882ZS2R\* 21/06/2019 #5  
COMPANIES HOUSE

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**THE HUT GROUP LIMITED (THE "COMPANY")**

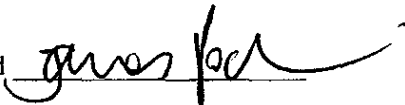
On 17 May 2019, the following special resolutions were duly passed as written resolutions of the Company pursuant to Chapter 2, Part 13 of the Companies Act 2006:

**SPECIAL RESOLUTIONS**

1. THAT, 500 A ordinary shares of £1 each in the capital of the Company held by David Moore (the "DM Shares") be converted into and redesignated as B ordinary shares of £1 each in the capital of the Company having the rights of, and being subject to the restrictions on, such shares as set out in the articles of association of the Company, such conversion and redesignation to take effect upon unconditional receipt by the Company of a duly executed stock transfer form in respect of the transfer of the DM Shares (as so converted and redesignated) from David Moore to Open Hands Open Heavens, and that the conversion and redesignation of the DM Shares be permitted notwithstanding any restriction, condition or limitation which might otherwise apply under the Company's articles of association or otherwise.
2. THAT, each of the following shares in the capital of the Company be converted into and redesignated as B ordinary shares of £1 each in the capital of the Company having the rights of, and being subject to the restrictions on, such shares as set out in the articles of association of the Company, on the following basis:
  - (a) 898 A ordinary shares of £1 each in the capital of the Company held by Andrew Huntley Jacobs; and
  - (b) 676 A ordinary shares of £1 each in the capital of the Company held by David Moore;

such conversion and redesignation to take effect immediately prior to completion of the share purchase agreement entered into in respect of those shares (and the shares of certain other Company shareholders) between, amongst others, Andrew Huntley Jacobs, David Moore, the Company and Belerion I L.P. Incorporated dated 14 May 2019, and that the conversion and redesignation of shares referred to in paragraphs (a) and (b) above be permitted notwithstanding any restriction, condition or limitation which might otherwise apply under the Company's articles of association or otherwise.
3. THAT, the directors of the Company be authorised to do all such things as they consider necessary or desirable in connection with the agreements, transactions, conversions and redesignations referred to in resolutions 1 and 2 above.

We further consent to any variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or effected by the passing of the resolutions set out above.

Signed   
Company Secretary