

Company Number: 06694155

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE SHAREHOLDERS
of
SALESMASTER UK LIMITED (the "Company")

19 July 2021 (the "**Circulation Date**")

WE, the members of the Company who at the Circulation Date are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Chapter 2 Part 13 of the Companies Act 2006, to pass the following written resolutions which have been proposed as special resolutions (the "**Resolutions**"):

SPECIAL RESOLUTIONS

1. **THAT** a new article 16, as set out below, be approved and adopted:

"16. TRANSFER TO CHARGE OR MORTGAGEE

Notwithstanding anything contained in these Articles:

(a) the directors shall promptly register any transfer of any shares which are the subject of a security interest where the relevant transfer is: (1) to the holder of the security interest (or to its nominee or any other entity acting on its behalf) or (2) to any other person on any enforcement of that security interest, whether that transfer is made by the holder of the security interest (or its nominee or any other entity acting on its behalf) or by any receiver or (3) by any insolvency practitioner in the course of selling those shares;

(b) in connection with any share transfer of a kind referred to in paragraph (a) above, no transferor (or proposed transferor) of any shares in the Company shall be required to offer those shares to any of the shareholders of the Company, and no shareholder shall have any right (whether under the Articles or otherwise) to require such shares to be transferred to them whether for consideration or not; and

(c) the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of those shares."

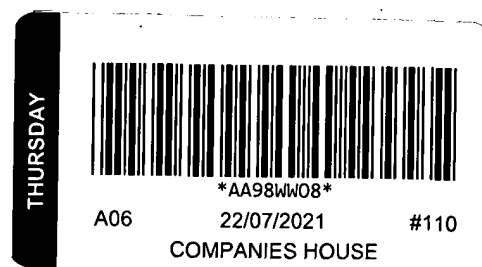
2. **THAT** this resolution shall have effect notwithstanding any provisions to the contrary in the Company's Articles of Association.

Dated: 19 July 2021

Signed:

DocuSigned by:
Giles Smith
87EDFA22CA1141E...

For and on behalf of **SALESMASTER HOLDINGS LIMITED**



Signed:

DocuSigned by:
Giles Smith
-----87EDFA22CA1141E-----

Name:

Giles Smith (PRINT NAME)

For and on behalf of: **SalesMaster Holdings Limited** as attorney for and in the name of
Nicholas Geoffrey Lloyd

Date:

19 July

NOTES

1. These Resolutions have been sent to eligible members who would have been entitled to vote of the Resolutions on this date. Only such eligible members (or persons duly authorised on their behalf) should sign these Resolutions.
2. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above.
3. 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.
4. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
5. These Resolutions must be passed within the period of 28 days from and including the Circulation Date. If these Resolutions are not passed by such date they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date. The agreement of a member to this Resolution is ineffective if signified after this date.
6. 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.