

Company Number 07498769

MIRACL LIMITED

(the "Company")

Members' written resolutions pursuant to section 283(2) of the Companies Act 2006 (the "Act")

Circulation Date 11th May 2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 and 2 shall take effect as special resolutions and resolution 3 and 4 shall take effect as ordinary resolutions of the Company (together the "Resolutions"):

SPECIAL RESOLUTION

- 1 THAT article 3.8.3 of the articles of association of the Company be amended as follows:

"3.8.3 *to purchase all or any of the Deferred Shares in accordance with the 2006 Act (including (without limitation) with cash up to an amount in a financial year not exceeding the limit for the time being set out in section s.692(1ZA) of the Act) without obtaining the sanction of the holders thereof and in consideration of the payment to each of the Deferred Shareholders whose Deferred Shares are purchased at the sum of £1.00 in respect of all the Deferred Shares then being purchased from him and for the purposes of any such purchase to appoint a person to execute on behalf of any holder of Deferred Shares a contract for the sale to the Company of any such shares held by him; and*"
- 2 THAT, subject to Resolutions 3 and 4 below being passed, any and all pre-emption rights to which the current shareholders of the Company may be entitled, howsoever arising (including but not limited to under the Company's articles of association or the 2006 Act) in respect of the buy-back by the Company of deferred shares of £0.00001 each in the capital of the Company as set out in Resolution 3 below are hereby waived or otherwise disapplied.

ORDINARY RESOLUTION

- 3 THAT, subject to Resolutions 1 and 2 above being passed, the terms of an agreement between the Company and the Sellers (as defined therein) for the purchase by the Company of the issued 200,877,732 deferred shares of £0.00001 each in the capital of the Company as set out in the draft agreement attached to these Resolutions (the "Agreement") be approved and the Company be authorised to enter into the Agreement.
- 4 THAT, subject to Resolutions 1 and 2 above being passed, the payment by the Company of £12.00, out of the capital of the Company, in accordance with section 692(1ZA) of the Companies Act be approved.

AGREEMENT

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

TUESDAY



A07

A76GX3DT

22/05/2018

#269

COMPANIES HOUSE

The undersigned, being persons entitled to vote on the Resolutions on the Circulation Date, hereby agree to the Resolutions.

For and on behalf of:

.....
SIGNED by
duly authorised for and on behalf of
Silverspark Trust

.....
SIGNED by
duly authorised for and on behalf of
AltaVENTE Ltd

.....
N Van Someron

.....
J Piper

.....
DocuSigned by:

.....
D Haynie III

.....
N Pateman

.....
SIGNED by
duly authorised for and on behalf of
Brainclicks Ltd

.....
C Monney

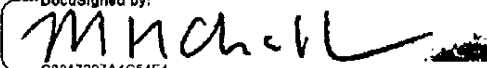
.....
K Getgen

M Krems

G Myers

D Madden

R Meyer

DocuSigned by:

C8817297A4C54F4

M Chalfen (as to Resolutions 1 and 2 only)

F Boening (as to Resolutions 1 and 2 only)

D Somers

G Conroy

B Leith

H Dornin (as to Resolutions 1 and 2 only)

J Leith (as to Resolutions 1 and 2 only)

C Leith (as to Resolutions 1 and 2 only)

.....
E Leith (as to Resolutions 1 and 2 only)

.....
T Leith (as to Resolutions 1 and 2 only)

.....
A Sisto (as to Resolutions 1 and 2 only)

.....
A Ligtenberg

.....
J Spziro

.....
R Cornish (as to Resolutions 1 and 2 only)

.....
M Henderson (as to Resolutions 1 and 2 only)

DocuSigned by:



EF6630B9FDF449B

G Gevorgyan

.....
P Sabev

.....
I Dimitrova

DocuSigned by:

TAKAYUKI INAGAWA

5B6788B1328D4F9

SIGNED by
duly authorised for and on behalf of
NTT Investment Partners Fund II LP


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SIGNED by
duly authorised for and on behalf of


Paladin III (CertiVox) LP


.....
SIGNED by
duly authorised for and on behalf of
Paladin III (Cayman Islands) LP

.....
SIGNED by
duly authorised for and on behalf of
Mitsui & Co Europe Plc

.....
SIGNED by
duly authorised for and on behalf of
Pentech Fund II LP


.....
SIGNED by LUKE HAKES
duly authorised for and on behalf of
Octopus Titan VCT PLC (as to Resolutions 1 and 2 only)


.....
SIGNED by LUKE HAKES
duly authorised for and on behalf of
Octopus Apollo VCT PLC (as to Resolutions 1 and 2 only)


.....
SIGNED by LUKE HAKES
duly authorised for and on behalf of
Octopus Investments Nominees Limited

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 If you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by e-mail: by sending a scanned copy of the signed and dated Resolution to james.harland@miracl.com; or
 - 1.2.2 by hand: by delivering the signed and dated Resolution to 1 Old Street Yard, London, EC1Y 8AF, marked "For the attention of James Harland"; or
 - 1.2.3 by post: by returning the signed and dated Resolution by post 1 Old Street Yard, London, EC1Y 8AF, marked "For the attention of James Harland".
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 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 When agreement to Resolutions 1 and 2 has been received from members representing 75% of the total voting rights, they will be deemed passed. When agreement to Resolutions 3 and 4 have been received from eligible members representing more than 50% of the total voting rights, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse.
- 6 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.