

Company number: 07888530

COPY

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TEXTLOCAL LIMITED (Company)

CIRCULATION DATE: 6th December 2017



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**).

1. SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by inserting a new Article as follows:

54. (1) Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, whether or not fully paid, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security.

54 (2) Furthermore, notwithstanding anything to the contrary contained in these Articles:

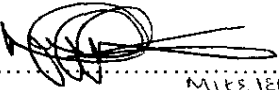
- (a) no transferor or proposed transferor of any shares in the Company to a Secured Institution and no Secured Institution shall as transferor or proposed transferor be required to offer to the shareholders for the time being of the Company or any of them the shares which are or are to be transferred;

- (b) no shareholder for the time being of the Company shall have any right under the Articles or otherwise howsoever to require shares which are the subject of a transfer or proposed transfer referred to above to be transferred to them whether for consideration or not.

AGREEMENT

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

The undersigned, being the sole member of the Company entitled to vote on the Resolution on CIRCULATION DATE, hereby irrevocably agrees to the Resolution.

Signed by  a director, for and on behalf of TXTLOCAL LIMITED	
Date 6 th December 2017	

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to a director of the Company or Bracher Rawlins LLP or by email to Rachel.atherton@bracherrawlins.co.uk.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, 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. Unless, within 28 days of the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or on this date.