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Company Number: 08786229

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23/09/2019

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS

of

ITS Technology Group Limited (the "Company")

12 December 2018

Pursuant to chapter 2 of part 13 of Companies Act 2006 (the "Act"), the following resolutions (the "**Resolutions**") are proposed by the directors as ordinary resolution and special resolution. The Resolutions were first circulated to the members of the Company at _____ am/pm on 16 November 2018 ("**Circulation Date**").

ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Act the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £884.98 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date following five years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Company's Act the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if the pre-emption provisions set out in articles 8.2 to 8.6 of the Company's articles of association and/or section 561 of the Act did not apply to any such allotment, provided that this power shall: (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £884.98; and (ii) expire on the date following five years from the date of this resolution unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of

any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Please read the notes set out below before signing or taking any action on the Resolutions.

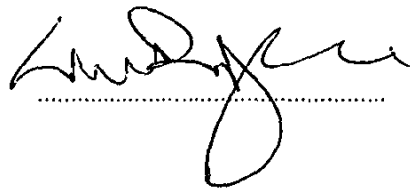
AGREEMENT OF MEMBERS

We, being entitled to vote on the Resolutions on the Circulation Date, irrevocably agree to the above Resolutions:

Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct Plc

Date

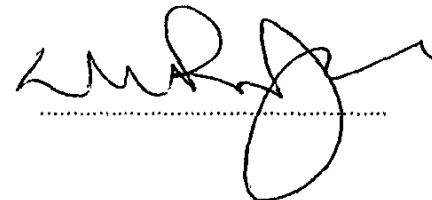


12/12/18

Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct 2 Plc

Date

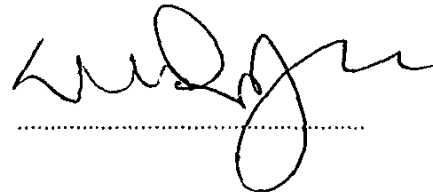


12/12/18

Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct 3 Plc

Date

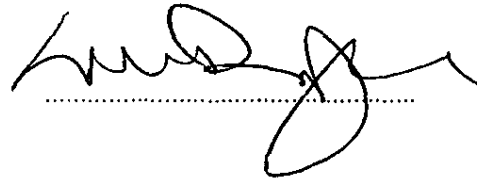


12/12/18

Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct 4 Plc

Date

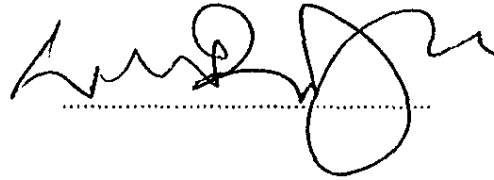

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Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct 5 Plc

Date

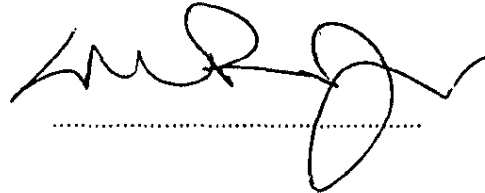

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Signed by a duly authorised attorney for
and on behalf of

Maven Income & Growth Vct 6 Plc

Date

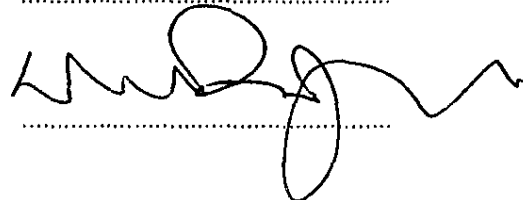

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Signed by a duly authorised attorney for
and on behalf of

Maven Capital Partners UK LLP

Date

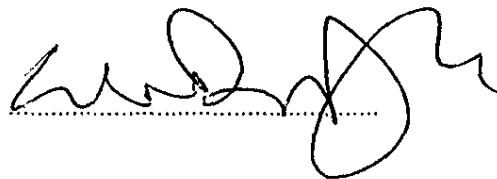

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12/12/18
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Signed by a duly authorised attorney for
and on behalf of

NPIF NW Equity (GP) Limited

Date


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12/12/18
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Signed by **Roy Shelton**

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Date

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Signed by **Philippa Shelton**

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Date

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Signed by **David Cullen**

David Cullen

Date

19/11/2018

Signed by **Mark Keen**

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Date

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Signed by **Michael Jones**

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Date

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Signed by **Kevin Gaskell**

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Date

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Signed by **Daren Baythorpe**

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Date

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Signed by **Roy Shelton**

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Signed by **Philippa Shelton**

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Signed by **David Cullen**

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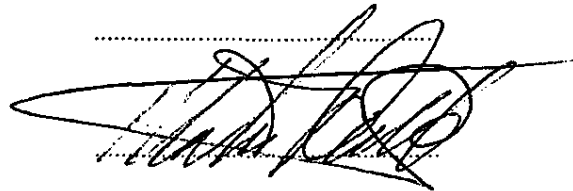
Signed by **Mark Keen**

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Date

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Signed by **Michael Jones**

A large, stylized handwritten signature in black ink, appearing to be 'Michael Jones', written over a dotted line.

Date

12/12/18
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Signed by **Kevin Gaskell**

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Date

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Signed by **Daren Baythorpe**

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Date

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Signed by **Roy Shelton**

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Date

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Signed by **Philippa Shelton**

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Date

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Signed by **David Cullen**

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Signed by **Mark Keen**

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Signed by **Michael Jones**

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Date

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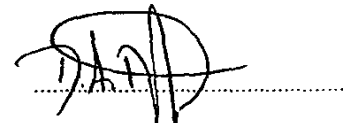
Signed by **Kevin Gaskell**



Date

12/12/18
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Signed by **Daren Baythorpe**



Date

12/12/18
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Signed by **Ian Mainman**

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Date

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Signed by **Deborah Ruocco**

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Date

12/12/2018
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Signed by **Malcolm Barnett**

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Date

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Signed by **Michelle Findlay**

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Signed by **Chris Hooper**

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Date

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Signed by **Simon Ruocco**

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Date

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Signed by **Ian Mainman**

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Date

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Signed by **Deborah Ruocco**

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Signed by **Malcolm Barnett**

MTB Barnett

Date

19/Nov/2018

Signed by **Michelle Findlay**

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Date

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Signed by **Chris Hooper**

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Signed by **Simon Ruocco**

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Date

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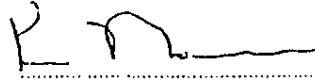
Signed by **Sarah Jane Walton**

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Date

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Signed by **Peter Norris**



Date

18 November 2018

Signed by **Simon Wheatley**

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Date

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Signed by **Joachim Fleury**

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Date

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Signed by **Brad Day**

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Date

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Signed by **Steven Nash**

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Date

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Signed by **Sarah Jane Walton**

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Date

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Signed by **Peter Norris**

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Date

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Signed by **Simon Wheatley**

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Date

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Signed by **Joachim Fleury**

A handwritten signature in black ink, appearing to be 'Joachim Fleury', written over a dotted line.

Date

18th November 2018

Signed by **Brad Day**

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Date

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Signed by **Steven Nash**

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Date

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Conveyer Number: 8876273
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF THE MEMBERS
of
ITS Technology Group Limited (the "Company")
2018

Pursuant to chapter 2 of part 13 of Companies Act 2006 (the "Act"), the following resolutions (the "Resolutions") are proposed by the directors as ordinary resolution and special resolution. The Resolutions were first circulated to the members of the Company on 19th November 2018 ("Circulation Date").

ORDINARY RESOLUTION

THAT, in accordance with section 551 of the Act the directors of the Company (the "Directors") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £264.96 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date following five years from the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

SPECIAL RESOLUTION

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the Company's Act the Directors be generally empowered to allot equity securities (as defined in section 561 of the Act) pursuant to the authority conferred by resolution 1, as if the pre-emption provisions set out in articles 8.2 to 8.6 of the Company's articles of association and/or section 561 of the Act did not apply to any such allotment, provided that this power shall (i) be limited to the allotment of equity securities up to an aggregate nominal amount of £264.96; and (ii) expire on the date following five years from the date of this resolution unless renewed, varied or revoked by the Company prior to or on that date, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of

- consent to agree if you fail to reply.
- Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
 - Unless by 5.00pm on the date being 30 days after the Circulation Date of these resolutions, sufficient agreement is reached for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible.
 - In the case of joint holders of shares, only the vote of the joint holder who votes will be counted by the Company. Similarly, if determined by the order in which the names of the joint holders appear in the register of members.
 - 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.

4143-2706-1418 v.1
4143-2706-1418 v.1

4143-2706-1418 v.1

CS05

Signed by Brad Day

Date

Signed by Steven Heath

Date

22/11/18

Brad Day

22/11/18

Signed by Anthony Jenking

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Date

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Signed by Richard Kirby

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Date

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Signed by Matthew Webber

Matthew Webber
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Date 19 November 2018

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Signed by Michael Herbst

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Date

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Signed by Alice Hindhaugh

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Date

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Signed by David Thomas

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Date

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Signed by Anthony Jenking

Date

Signed by Richard Kirby

Date

Signed by Matthew Webber

Date

Signed by Michael Herbst

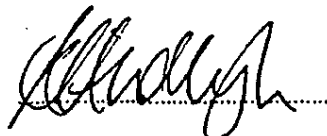
Date

Signed by Alice Hindhaugh

Date

Signed by David Thomas

Date


16.11.18

Signed by **Anthony Jenking**

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Date

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Signed by **Richard Kirby**

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Date

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Signed by **Matthew Webber**

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Signed by **Michael Herbst**

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Date

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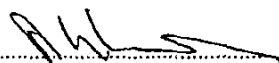
Signed by **Alice Hindhaugh**

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Date

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Signed by **David Thomas**

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Date

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11/12/18

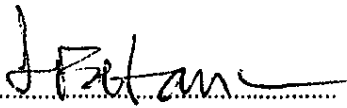
Signed by **James Agnew**

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Date

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Signed by **James Hanson**

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Date

16/11/2018
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Signed by **Paul Pickering**

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Date

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Signed by **Martin Tucker**

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Date

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Signed by **David Taylor**

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Date

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Signed by **Lawrence King**

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Signed by **James Agnew**

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Date

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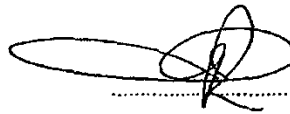
Signed by **James Hanson**

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Signed by **Paul Pickering**



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Date

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Signed by **Martin Tucker**

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Date

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Signed by **David Taylor**

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Date

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Signed by **Lawrence King**

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Date

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Signed by **James Agnew**

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Date

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Signed by **James Hanson**

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Signed by **Paul Pickering**

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Date

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Signed by **Martin Tucker**

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Date

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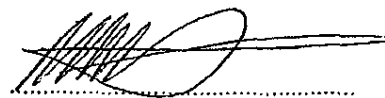
Signed by **David Taylor**

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Date

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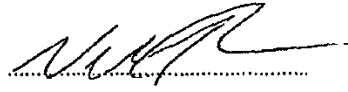
Signed by **Lawrence King**



Date

17/11/2018

Signed by **Nell Tiffin**



Date

20/11/18

Signed by **Brian Robertson**

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Date

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Signed by **John Hutchinson**

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Date

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Signed by **Andrew Webster**

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Date

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Signed by **Tanya Keen**

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Signed by **Ken Pelton**

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Signed by **Jill Paton**

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Date

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Signed by Neil Tiffin

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Signed by Brian Robertson

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Signed by John Hutchinson

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Signed by Andrew Webster

h. Webster

Date

19th November 2018

Signed by Tanya Keen

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Date

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Signed by Ken Pelton

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Date

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Signed by Jill Paton

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Date

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Signed by Neil Tiffin

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Date

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Signed by Brian Robertson

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Date

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Signed by John Hutchinson

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Date

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Signed by Andrew Webster

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Date

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Signed by Tanya Keen

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Date

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Signed by Ken Pelton

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Date

..... 17/11/18

Signed by Jill Paton

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Date

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Signed by Peter Routledge

Date

Signed by Kay Inkster

Kay Inkster

Date

10.12.2018

Signed by Charles Cameron

Date

Signed by Sam Ruocco

Date

Notes

1. 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 and returning it to the Company's representative using one of the following delivery methods:

- By hand: delivering the signed copy to Elm House Farm Saughton Lane, Saughton, Chester, United Kingdom, CH3 6EN.
- By Post: returning the signed copy by post to Elm House Farm Saughton Lane, Saughton, Chester, United Kingdom, CH3 6EN.

If you do not agree to all of the resolutions, you do not need to do anything. You will not be

Signed by **James Agnew**

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Date

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Signed by **James Hanson**

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Date

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Signed by **Paul Pickering**

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Date

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Signed by **Martin Tucker**

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Date

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Signed by **David Taylor**

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Date

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12/12/2018

Signed by **Lawrence King**

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Date

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Signed by **Peter Routledge**

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Date

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Signed by **Kay Inkster**

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Date

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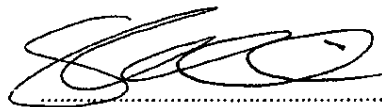
Signed by **Charles Cameron**

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Date

.....

Signed by **Sam Ruocco**



Date

21/11/2018

Notes

1. 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 and returning it to the Company's representative using one of the following delivery methods:

- **By hand:** delivering the signed copy to Elm House Farm Saighton Lane, Saighton, Chester, United Kingdom, CH3 6EN.
- **By Post:** returning the signed copy by post to Elm House Farm Saighton Lane, Saighton, Chester, United Kingdom, CH3 6EN.

If you do not agree to all of the resolutions, 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 by 5.00pm on the date falling 28 days after the Circulation Date of these resolutions, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us as soon as possible.

4. 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.

5. 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.

4143-3200-7448 v.1

4143-3200-7448, v. 2