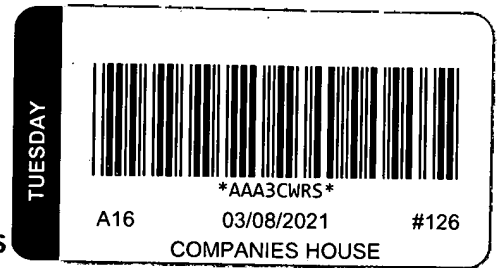


Company number: 08905651

**PRIVATE COMPANY LIMITED BY SHARES
MEMBERS' WRITTEN RESOLUTIONS**

of

DICE FM LTD (the "Company")



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), resolutions 1 and 2 below were passed as special resolutions and resolutions 3 and 4 were passed as ordinary resolutions on 18 July 2021 (the "**Resolutions**").

SPECIAL RESOLUTIONS

1. ADOPTION OF NEW ARTICLES OF ASSOCIATION

THAT the draft articles of association attached to these Resolutions (the "**New Articles**") be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

2. REDESIGNATION OF CERTAIN ORDINARY SHARES AND SERIES A SHARES

THAT, subject to the passing of Resolution 1:

- i. the 60,139 ordinary shares of £0.001 each in the capital of the Company proposed to be transferred to NJJ Capital Partners SAS; Consumer Pledge Club, CPC Follow-On 5; Evolution Technology Fund SCSP; W Group; Exor Seeds, LP; NJF Capital Corp.; Kobe Invest; Future Shape II, LP; and Cassius Family LP pursuant to sale and purchase agreements dated on or around the date of these Resolutions; and
- ii. the 1,696 series A shares of £0.001 each in the capital of the Company proposed to be transferred to NJJ Capital Partners SAS pursuant to a sale and purchase agreement dated on or around the date of these Resolutions;

(together the "**Proposed Transfers**" and each of them individually being a "**Proposed Transfer**") be re-designated as 61,835 series C-3 shares of £0.001 each in the capital of the Company each with the rights set out in the articles of association of the Company from time to time, subject to, in the case of each Proposed Transfer:

- i. the successful completion of the relevant Proposed Transfer; and
- ii. the stamping of the relevant stock transfer form by HMRC in relation to the Proposed Transfer.

ORDINARY RESOLUTIONS

3. ADOPTION OF PLAN RULES

THAT the U.S. Appendix to the Enterprise Management Incentive Plan Rules of the Company (the "**Plan**"), in substantially the form attached to these Resolutions (the "**U.S. Appendix**"), is adopted and approved for use under the Plan.

4. APPROVAL OF OPTIONS

THAT the undersigned shareholders of the Company authorise and approve that up to 10,000 of the Company's ordinary shares of £0.001 each may be subject to options and issued under the U.S. Appendix, subject to adjustment as set forth in the U.S. Appendix.

Charles Fallon

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Director

Date: 29-07-2021

New Articles