

Company number: 08967763

The Companies Act 2006

Company limited by shares

Written Resolutions

of

Human Capital Project Limited

("the Company")

Circulation Date: 5th October 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolution number 1 below is passed as an ordinary resolution and the resolution numbered 2 below is passed as a special resolution (the "**Resolutions**");

ORDINARY RESOLUTION

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for up to 12,124 ordinary shares of £0.01 each (the "**Additional Shares**"), provided that this authority shall, unless renewed, varied or revoked by the Company, expire on fifth anniversary of the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 and in accordance with section the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, free from all pre-emption rights including those set out in article 12.1 of the Company's articles of association.



A20 01/11/2017 #156

COMPANIES HOUSE

SHAREHOLDER ACKNOWLEDGEMENT

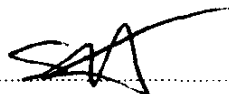
By agreeing to the Resolutions each shareholder is also confirming that it has been offered the right to purchase such number of the Additional Shares so as to comply with clause 5.3(a) of the subscription and shareholders agreement entered into between the Company and others on 31st August 2016 (the "**Agreement**") and, accordingly, that the Company is authorised to allot up to 12,124 of the Additional Shares to the Investors (as defined in the Agreement) at a price of not less than £37 a share.

AGREEMENT

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

The undersigned, the only persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

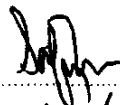
Signed by **Simon Hills**



Date

5/10/17

Signed by **Safraz Nazeer**



Date

5/10/17

Signed by **Mike Jackson**

For and on behalf of **Webstart Bristol Limited**

Date

Signed by **Michael Sotirakos**

Date

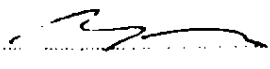
Signed by **Patrick Tilley**

Date

Signed by **Vernon West**

Date

Signed by Mike Jackson
For and on behalf of Webstart Bristol
Limited


5/10/17

Date

Signed by Michael Sotirakos

Date

Signed by Patrick Tilley

Date

Signed by Vernon West

Date

For and on behalf of Traverse Capital LLP

Date

For and on behalf of Rhone SPV SA

Date

Signed by Roger Holmes

Date

Signed by David Alistair Gray

Date

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by one of the following methods:

- By Hand: delivering the signed copy to the Company's registered office.
- By email: sending a scanned copy to saf@helpfulpeeps.com.
- Post: returning the signed copy by post to the Company's registered office.

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.

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 Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

SHAREHOLDER ACKNOWLEDGEMENT

By agreeing to the Resolutions each shareholder is also confirming that it has been offered the right to purchase such number of the Additional Shares so as to comply with clause 5.5(a) of the subscription and shareholders agreement entered into between the Company and others on 10 August 2016 (the 'Agreement') and accordingly that the Company is authorised to allot up to 12,124 of the Additional Shares to the Investors (as defined in the Agreement) at a price of not less than £1.1 a share.

AGREEMENT

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

The undersigned, the only persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by **Simon Hills**

Date

Signed by **Safraz Nazeer**

Date

Signed by **Mike Jackson**

For and on behalf of **Webstart Bristol Limited**

Date

Signed by **Michael Sotirakos**

Date

Signed by **Patrick Tilley**

Date

Signed by **Vernon West**

SHAREHOLDER ACKNOWLEDGEMENT

By agreeing to the Resolutions each shareholder is also confirming that it has been offered the right to purchase such number of the Additional Shares so as to comply with clause 5.3(a) of the subscription and shareholders agreement entered into between the Company and others on 31st August 2016 (the "Agreement") and, accordingly, that the Company is authorised to allot up to 12,124 of the Additional Shares to the Investors (as defined in the Agreement) at a price of not less than £37 a share.

AGREEMENT

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

The undersigned, the only persons entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

Signed by **Simon Hills**

.....

Date

.....

Signed by **Safraz Nazeer**

.....

Date

.....

Signed by **Mike Jackson**

.....

For and on behalf of **Webstart Bristol Limited**

Date

.....

Signed by **Michael Sotirakos**

.....

Date

.....

Signed by **Patrick Tilley**



Date

10 / 10 / 2017

Signed by **Vernon West**

.....

DECLARATION OF INVESTMENT

I, the undersigned shareholder is also confirming that it has been offered the Additional Shares in the number of the Additional Shares so as to comply with clause 5.3(a) of the Shareholders agreement entered into between the Company and others on the basis of the "Agreement") and, accordingly, that the Company is authorised to allot the Additional Shares to the Investors (as defined in the Agreement) at a price of £7.50 per share.

DECLARATION

I have read the notes at the end of this document before signifying your agreement to the Resolutions.

I, the undersigned, the only persons entitled to vote on the above Resolutions on the Resolution Date, hereby irrevocably agree to the Resolutions:

Signed by Simon Hills

Signed by Safraz Nazeer

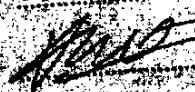
Signed by Mike Jackson
for and on behalf of Webstart Bristol
Limited


Date

Signed by Michael Sotirakos

Signed by [illegible]

Signed by [illegible]





Notes

David Alistair Gray

NOTES

S. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by one of the following methods:

- By Hand: delivering the signed copy to the Company's registered office.
- By email: sending a scanned copy to saf@helpfulpeeps.com.
- Post: returning the signed copy by post to the Company's registered office.

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.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

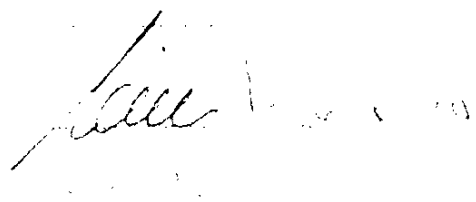
Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Date

For and on behalf of **Traverse Capital LLP**

Date

For and on behalf of **Rhone SPV SA**



Date

Signed by **Roger Holmes**

Date

Signed by **David Alistair Gray**

Date

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by one of the following methods:

- By Hand: delivering the signed copy to the Company's registered office
- By email: sending a scanned copy to sat@nehbtlpeeps.com
- By post: returning the signed copy by post to the Company's registered office

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.

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 Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

Date

For and on behalf of **Traverse Capital LLP**

Date

For and on behalf of **Rhone SPV SA**

Date

Signed by **Roger Holmes**

Date 12/10/2017

Signed by **David Alistair Gray**

Date

NOTES

1. You can choose to agree to the Resolutions or not. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and return it to the Company by one of the following methods:

- By Hand: delivering the signed copy to the Company's registered office.
- By email: sending a scanned copy to saf@helpfulpeeps.com.
- Post: returning the signed copy by post to the Company's registered office.

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.

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 Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.