

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

WEDNESDAY



WRITTEN RESOLUTIONS OF THE POOL (UK) LTD (No. 09070050) (Company)

Circulation Date 23 January 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**Act**), the directors of the Company propose that the following Resolutions are passed (**Resolutions**):

ORDINARY RESOLUTIONS

- (1) THAT the grant of options to subscribe for and issue up to 21,660 Ordinary Shares to employees of the Company (or one of its subsidiaries) under an Enterprise Management Incentive Scheme and to non-EMI eligible employees and consultants under the rules of the Scheme be approved, the terms of which are to be determined by the board of directors of the Company.

SPECIAL RESOLUTIONS

- (2) THAT the articles of association of the Company be amended as follows:

- a. by inserting the following new defined terms into article 1:

"**First Investment Threshold**" means four million two hundred thousand pounds;

"**2017 Investment Round**" means the subscription for shares in the Company by new and existing shareholders in the month of August 2017;

"**Second Investment Threshold**" means £8,000,000; and

- b. by deleting article 50 in its entirety and replacing it with the following new article 50:

Liquidation

50. On a return of assets on a sale, liquidation, capital reduction or otherwise (an "**exit**"), the assets of the Company remaining after payment of its liabilities and of the costs, charges and expenses (the "**exit returns**") will be applied in the following order of priority:

50.1 in the event the exit returns are equal to or less than the First Investment Threshold then each shareholder shall be entitled to receive an amount of such exit returns pro rata to the amount paid on their respective shares;

50.2 in the event the exit returns are more than the First Investment Threshold but less than Second Investment Threshold then each shareholder shall firstly be entitled to receive an amount equal to the amount paid on their respective shares and then the remaining balance of the exit returns shall be distributed among those shareholders pro rata to their respective shareholding who were shareholders in the Company prior to the 2017

Investment Round (for the avoidance of doubt in the event that there are pro-rated amounts to distributed between the First Investment Threshold and the Second Investment Threshold then any shareholder not holding shares in the Company prior to the 2017 Investment Round shall only be entitled to an amount equal to the amount paid on their respective shares);

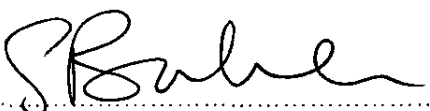
50.3 in the event the exit returns are more than Second Investment Threshold, the entirety of the exit returns shall be distributed to the shareholders pro rata to their shareholding in the Company.

- (3) THAT the pre-emption rights of the shareholders on the allotment of shares in the capital of the Company (whether arising by statute, the Articles, any shareholders' agreement or otherwise) be suspended in respect of the issue of up to 21,660 Ordinary Shares on the exercise of options granted to employees and consultants and non-eligible employees and consultants of the Company as referred to in Resolution (1) above.

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolutions on the circulation date hereby irrevocably agree to the Resolutions.



Sam Baker

Date of Signature 23/1/18

Fourteen17 LLP

Date of Signature



Lauren Fisher

Date of Signature 23/1/18

ASA (International) LLP

Date of Signature

Jo Morrell

Date of Signature

Sara Redhead

Date of Signature

Investment Round (for the avoidance of doubt in the event that there are pro-rated amounts to distributed between the First Investment Threshold and the Second Investment Threshold then any shareholder not holding shares in the Company prior to the 2017 Investment Round shall only be entitled to an amount equal to the amount paid on their respective shares);

50.3 in the event the exit returns are more than Second Investment Threshold, the entirety of the exit returns shall be distributed to the shareholders *pro rata* to their shareholding in the Company.

- (3) THAT the pre-emption rights of the shareholders on the allotment of shares in the capital of the Company (whether arising by statute, the Articles, any shareholders' agreement or otherwise) be suspended in respect of the issue of up to 21,660 Ordinary Shares on the exercise of options granted to employees and consultants and non-eligible employees and consultants of the Company as referred to in Resolution (1) above.

AGREEMENT

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

The undersigned, being all the persons entitled to vote on the Resolutions on the circulation date hereby irrevocably agree to the Resolutions.

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Sam Baker

Date of Signature

La Prestable-Hill
.....
Fourteen17 LLP

Date of Signature *23/01/18*

.....
Lauren Fisher

Date of Signature

.....
ASA (International) LLP

Date of Signature

.....
Jo Morrell

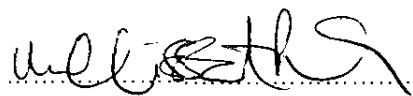
Date of Signature

.....
Sara Redhead

Date of Signature

.....
Betty Investments Limited

Date of Signature



Date of Signature 23/1/18

Now Advertising Limited

Date of Signature

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Fiona O'Hara

Date of Signature

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Philip Borel

Date of Signature

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Kevin Costello

Date of Signature

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David Hawkins

Date of Signature

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Caspar Ingrams

Date of Signature

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David Joseph

Date of Signature

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Karl Marsden

Date of Signature

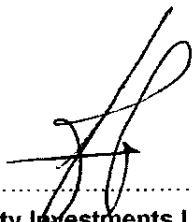
.....
Tim McLoughlin

Date of Signature

.....
Richard O'Donohoe

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:



.....
Betty Investments Limited

Date of Signature 23/01/2018

.....
Now Advertising Limited

Date of Signature

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Fiona O'Hara

Date of Signature

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Philip Borel

Date of Signature

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Kevin Costello

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Karl Marsden

Date of Signature

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Tim McLoughlin

Date of Signature

.....
Richard O'Donohoe

Date of Signature

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Sam Baker, The Pool (UK) Limited, 1st Floor, Epatra House, 58-60 Berners Street, London W1T 3NQ
 - **Post:** returning the signed copy by post to Sam Baker, The Pool (UK) Limited, 1st Floor, Epatra House, 58-60 Berners Street, London W1T 3NQ
 - **E-mail:** by attaching a scanned email to
2. You may not indicate your agreement to the Resolutions by any other method.
 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. Unless, by a date that is 28 days after the circulation date of these Resolutions, 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.