

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

of

GOJUMPIN LIMITED
(Company No. 09334235)

(the "Company")

PROPOSED BY THE DIRECTORS OF THE COMPANY
IN ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006

**FURTHER PROPOSED PURSUANT TO THE SHAREHOLDERS' AGREEMENT AMENDED AND
RESTATED ON 23 AUGUST 2017**
("SHAREHOLDERS' AGREEMENT")

28 April 2021 (the "**Circulation Date**")

BACKGROUND

1. As well as constituting written resolutions of the Company (provided that they are signed by shareholders of the Company holding the requisite number of shares), this document shall also constitute Special Consent (as defined in the Shareholders' Agreement) as set out below provided that it is signed by shareholders of the Company holding the requisite number of shares in the Company.
2. It is proposed that the Company:
 - 2.1 enters into a subscription agreement under which certain existing shareholders of the Company (the "**Subscribing Shareholders**") subscribe and/or be issued with additional shares in the Company (the "**Subscription Agreement**");
 - 2.2 issue the shares subscribed for by the Subscribing Shareholders pursuant to the Subscription Agreement;
 - 2.3 enters into:
 - (a) a consent letter with Santander UK plc (the "**Lender**") consenting to, amongst other things, the matters to be transacted under the Subscription Agreement;
 - (b) an amendment letter amending and restating certain terms of the growth capital loan facility that the Company has in place with the Lender;
 - (c) an amendment letter amending and restating certain terms of the senior loan facility that the Company has in place with the Lender;

- (d) an amendment letter amending and restating certain terms of the term facility letter that the Company has in place with the Lender;
- (e) an amendment letter amending and restating certain terms of an overdraft facility that the Company has in place with the Lender;
- (f) a deed of amendment and restatement between, amongst others, the Company and the Lender, relating to the documents at (b) to (e) above; and
- (g) a deed of confirmation of security between, amongst others, the Company and the Lender;

(together the "**Santander Documents**");

- 2.4 enters into a consent letter between (1) Edward Fitzmaurice, Keith Charlton, Neil Utley and Richard Brewster and (2) the Company relating to, amongst other things, consenting to the amendments to the Santander Finance Documents (as defined in the Kern Document) (the "**Kern Document**").

3. Each member of the Company has been provided with each document relating to each of the above transactions requested by it.

RESOLUTIONS

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 4 below are passed as ordinary resolutions and resolution 5 is passed as a special resolution (together the "**Resolutions**").

We, the undersigned, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

ORDINARY RESOLUTIONS

1. **THAT** entering into the Subscription Agreement, Santander Documents and Kern Document (together the "**Transaction Documents**") effecting and performing the transactions contemplated by them (including issuing the shares pursuant to the Subscription Agreement (the "**Proposed Allotments**") would promote the success of the Company for the benefit of its members as a whole.
2. **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents and any related document and be authorised to take any action in connection with the negotiation, execution, delivery and performance of the Transaction Documents and any related documents as they shall deem necessary or appropriate.
3. **THAT** the Company enters into the Transaction Documents and any related documents with such amendments as the directors may agree.

4. **THAT**, in accordance with section 551 of the Companies Act 2006, the directors of the Company be generally and unconditionally authorised to effect the following allotments ("**Proposed Allotments**") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2021:

Name of applicant	Number of ordinary shares of £0.10 each	Aggregate subscription monies (£)
Patrick Tilley	22,520	£102,015.60
Martin Gowing	1,464	£6,631.92
David Kogan	3,863	£17,499.39
Edward Fitzmaurice	11,911	£53,956.83
Richard Brewster	11,911	£53,956.83
Neil Utley	11,911	£53,956.83
Maytrees Limited	8,415	£38,119.95
Vince Scudder	1,756	£7,954.68
Andrew Burren	1,756	£7,954.68
Crawford McFarren	1,756	£7,954.68
TOTAL	77,263	350,001.39

SPECIAL RESOLUTIONS

5. **THAT**, the directors of the Company shall be entitled to issue 77,263 ordinary shares of £0.10 each without first offering any shares in the Company to any existing shareholders of the Company and that each existing shareholder of the Company waives any pre-emption rights (howsoever arising) it may have in relation to the issue of share shares.

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

GoJumpin Limited
Shareholder Written Resolutions

Agreement of eligible members

The undersigned, being those persons entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

The undersigned also acknowledge that matters set out above include matters which are Investor Consent matters under the Shareholders' Agreement, and irrevocably give their written consent to all such matters.

<p>DocuSigned by:</p> <p><i>Gavin Lucas</i></p> <p>910F14DC72164AD1.....</p> <p>Gavin Lucas</p>	<p>DocuSigned by:</p> <p><i>Vernon West</i></p> <p>14827AADA5A540A1.....</p> <p>Vernon West</p>	<p>DocuSigned by:</p> <p><i>Linsey Willaford-West</i></p> <p>EF42D16D714F44A1.....</p> <p>Linsey Willaford-West</p>
<p>DocuSigned by:</p> <p><i>Vernon West</i></p> <p>14827AADA5A540A1.....</p> <p>On behalf of</p> <p>Traverse Capital LLP</p>	<p>.....</p> <p>Patrick Tilley</p>	<p>.....</p> <p>Neil Sebba</p>
<p>.....</p> <p>Peter Harding</p>	<p>.....</p> <p>Martin Gowing</p>	<p>.....</p> <p>David Kogan</p>
<p>.....</p> <p>Edward Fitzmaurice</p>	<p>.....</p> <p>Richard Brewster</p>	<p>.....</p> <p>Neil Utley</p>
<p>.....</p> <p>On behalf of</p> <p>Maytrees Limited</p>	<p>.....</p> <p>David Bryan</p>	<p>.....</p> <p>Paul Piccirillo</p>
<p>.....</p> <p>On behalf of</p> <p>Seedrs Nominees Limited</p>	<p>.....</p> <p>Vince Scudder</p>	
<p>.....</p> <p>Andrew Burren</p>	<p>.....</p> <p>Crawford McFarren</p>	

All dated: 28 April 2021

NOTES

1. You may only agree to all of the Resolutions or none of them. 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 by sending the signed copy as an attachment to:
gavin.lucas@gojumpin.com

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