

Company number: 09641190

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

Open Britain Limited (the "Company")

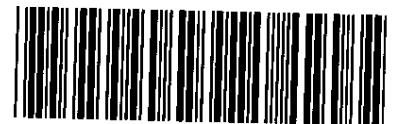
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

THAT pursuant to article 4(1) of the Company's articles of association, the directors be and they are hereby directed:

1. to terminate the contract of employment between the Company and James McGrory, and that Roland Rudd, Geeta Sidhu-Robb and Richard Reed, for so long as they are directors, be and they are hereby severally authorised to exercise all powers of the Company to do such acts and things as either of them may consider to be necessary or desirable in connection therewith;
2. to terminate the contract of employment between the Company and Tom Baldwin, and that Roland Rudd, Geeta Sidhu-Robb and Richard Reed be and they are hereby severally authorised, for so long as they are directors, to exercise all powers of the Company to do such acts and things as either of them may consider to be necessary or desirable in connection therewith;
3. to appoint Patrick Heneghan as interim Chief Executive Officer of the Company, and that Roland Rudd, Geeta Sidhu-Robb and Richard Reed be and they are hereby severally authorised, for so long as they are directors, to exercise all powers of the Company to do such acts and things as either of them may consider to be necessary or desirable in connection therewith;
4. not to make any decision of the directors without the prior consent in writing of the sole member of the Company, Baybridge 2019 Limited ("**Baybridge**"), such consent being conclusively evidenced by the written consent of any two directors of Baybridge, until such time as either of the following conditions is satisfied:
 - (A) Joe Carberry, Peter Mandelson, William Straw and James McGrory have ceased to be directors of the Company; or
 - (B) Baybridge has notified the Company in writing that such requirement shall no longer apply.

MONDAY



A8I0XEQ5

A16

11/11/2019

#178

COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

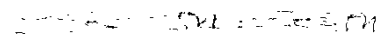
1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 27 October, 2019 (the "**Circulation Date**")
3. The procedure for signifying agreement by an eligible member to the written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document:
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company:

1. confirm that I have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution is passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the special resolution shall take effect as a special resolution.

Dated 27 October 2019


.....

Roland Rudd
duly authorised for and on behalf of
BAYBRIDGE 2019 LIMITED