

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HAMSARD 3414 LIMITED (Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being all the eligible members (as defined by section 289 CA 2006) of the Company for this purpose signify our agreement to and pass the following written resolution as a special resolution of the Company:

SPECIAL RESOLUTION

THAT

1. the articles of association in the attached form be adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company (**New Articles**); and
2. 631,731 of the Ordinary shares of £0.10 each in the issued share capital of the Company held as set out in the table below (each of which is at the date of this Resolution being sold by its holder to eCapital Commercial Finance Holdings UK Limited (registered in England, company number 11877547)) be re-designated into A Ordinary shares of £0.10 each having the rights and being subject to the restrictions attaching to A Ordinary shares of £0.10 each in the New Articles.

Holder at the date of this Resolution	Number of Ordinary shares of £0.10 each to be re-designated	Number of A Ordinary Shares of £0.10 each resulting from such re-designation
David Tilling	210,577	210,577
Darren Cottenden	210,577	210,577
Neal Errington	210,577	210,577
Total	631,731	631,731

27 November 2020

Signature: _____

Date: _____

Date: _____

AGREEMENT

The undersigned, being the shareholders of the Company entitled to vote on the above Special Resolution, hereby irrevocably agree to and pass the above Special Resolution.

Signature:

Name: For and on behalf of Mobeus IV GP LLP
acting by its manager Mobeus Equity Partners
LLP acting by its authorised signatory, Guy
Blackburn

Date:

Signature:


Name: Darren Cottenden

Date:

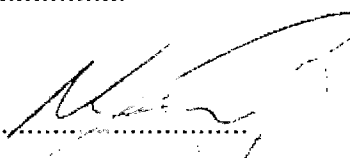
Signature: 

Name: David Tilling

27 November 2020
Date:

Signature: 

Date:

Signature: 

Name: Neal Errington

27 November 2020
Date:

Signature: 

Name: Signed by David Tilling as duly authorised
attorney for David Robertson under a power of
attorney dated 6 November 2020

27 November 2020
Date:

AGREEMENT

The undersigned, being the shareholders of the Company entitled to vote on the above Special Resolution, hereby irrevocably agree to and pass the above Special Resolution.

Signature:

Name: For and on behalf of Mobeus IV GP LLP
acting by its manager Mobeus Equity Partners
LLP acting by its authorised signatory, Guy
Blackburn

Date:

Signature:

Date:

Signature: 

Name: Darren Cottenden

Date: 27 November 2020

Signature:

Name: Neal Errington

Date:

Signature:

Name: David Tilling

Date:

Signature:

Name: Signed by David Tilling as duly authorised
attorney for David Robertson under a power of
attorney dated 6 November 2020

Date:

(This explanatory statement is not part of any proposed written resolution.)

- 1 This document is proposed by the board of directors of the Company.
- 2 This document is sent to eligible members on 27 November 2020 (**Circulation Date**).
- 3 **Eligible members** are the members who are entitled to vote on the resolution on the Circulation Date.
- 4 If you wish to signify agreement to this document, please follow the procedure below:
 - (a) You (or someone acting on your behalf) must sign, must print your name beneath the signature (if it is not already printed) and must date this document.
 - (b) If that signatory is signing this document under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.
 - (c) Please hand the signed document to the any director of the Company in person or return the document to the Company at its registered office marked for the attention of The Directors
- 5 Please note that it is not possible to withdraw your consent once this document, signed by you or on your behalf, has been duly received.
- 6 To be valid, this document must be received no later than the end of the period of 28 days beginning on the Circulation Date, otherwise it will lapse.
- 7 Unless by that deadline this document has been received duly signed from at least the relevant threshold of eligible members, the proposed written resolution will lapse. The relevant threshold to pass a special resolution is members holding at least three quarters of the total votes in the Company.
- 8 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.