

Company number 10331541

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MINORITY VENTURE PARTNERS 4 LIMITED ("Company")

WEDNESDAY



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20/09/2017

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COMPANIES HOUSE

Circulation Date: 1st July 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company propose that the resolutions numbered 1 and 2 are passed as ordinary resolutions and that the resolution numbered 3 and 4 are passed as special resolutions ("Resolutions").

ORDINARY RESOLUTIONS

1. REDESIGNATION OF SHARES

THAT, the 1 issued Ordinary share of £1.00 in the capital of the Company be hereby redesignated as 1 C Ordinary share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 3.

2. AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the CA 2006, the directors of the Company (or a duly constituted committee of the directors) ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to an aggregate nominal amount of £1,301.50 comprising £902.50 of A Ordinary shares of £0.10 each, £249 of C Ordinary shares of £1.00 each and £150 of D Ordinary shares of £1.50 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the day immediately preceding the date falling on the fifth anniversary of the date of the passing of this resolution 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 RESOLUTIONS

3. ARTICLES OF ASSOCIATION

THAT, subject to the passing of resolution 1, the draft articles of association attached to this Written Resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

4. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, in accordance with section 570 of the CA 2006, 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 2, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- a. be limited to the allotment of equity securities up to an aggregate nominal amount of £1,301.50; and
- b. expire on the day immediately preceding the date falling on the fifth anniversary of the date of the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on the date of this resolution, hereby irrevocably agrees to the Resolutions.

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 James Groak c/o asb Law LLP, Origin Two, 106 High Street, Crawley, West Sussex, RH10 1BF.

Post: returning the signed copy by post to Nikki Ashfield c/o asb Law LLP, Origin Two, 106 High Street, Crawley, West Sussex, RH10 1BF.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to nikki.ashfield@asb-law.com. Please enter "Written resolution in respect of MVP4" in the e-mail subject box.

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, by the expiry of the 28 day period commencing on 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 the expiry of this period.

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.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.