

Company Number: 11200977

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**TICKR LTD
(Company)**

SATURDAY



A8WFK5N9

A12

11/01/2020

#155

COMPANIES HOUSE

Circulated on.....18 December.....2019 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as Ordinary Resolutions and Resolutions 3 and 4 are passed as Special Resolutions.

ORDINARY RESOLUTION:

1. **THAT**, in accordance with section 618 of the Companies Act 2006, the 112,355 ordinary shares of £0.01 each in the issued share capital of the Company be subdivided into 11,235,500 ordinary shares of £0.0001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £0.01 each in the capital of the Company as set out in the Company's articles of association for the time being.
2. **THAT**, in accordance with section 551 of the Act the directors of the Company ("Directors") be generally and unconditionally authorised to allot 2,855,194 ordinary shares of £0.0001 each in the Company up to an aggregate nominal amount of £285.52 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 5 years from the date that this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require the shares to be allotted and the Directors may allot the shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors.

SPECIAL RESOLUTION:

3. **THAT** the Articles of Association in the form attached hereto (New Articles) be adopted in substitution for and to the exclusion of the existing Articles of Association.
4. **THAT** in accordance with section 569 of the Companies Act 2006 ("CA 2006"), the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment.

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AGREEMENT

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

The undersigned, being all the persons entitled to vote on the above resolution on the Circulation Date hereby irrevocably agree to the Ordinary Resolution:

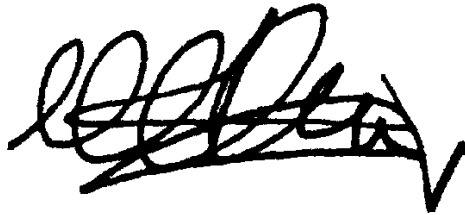
Signed by
Matthew Latham



Date:

18/12/19

Signed by
Thomas McGillyCuddy



Date:

18/12/19

Signed by
Hugh Frost

.....

Date:

.....

Signed by
Peter Johnson

.....

Date:

.....

Company Number: 11200977

Signed by
James Bailey

Date:

Signed by
John Butler

Date:

Signed by
Camiel De Vries

Date:

Signed by
Jens Larsen

Date:

Signed by
Michael McKenna

Date:

Signed by
Bob Sharma

Date:

Signed by
Kevin Shone

Date:

Signed by
Nicola Staunton

Company Number: 11200977

Date:

Signed by
Dominic Tyson

Date:

Signed by
George Tyson

Date:

Signed by
Mark Woodroffe

Date:

Signed by
Richard Haxe

Date:

NOTES

1. If you agree to the Ordinary Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Ordinary Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Ordinary Resolution you may not revoke your agreement.
4. Unless within 28 days of the Circulation Date, sufficient agreement has been received for the Ordinary Resolution to pass, they will lapse. If you agree to the Ordinary Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.