

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TICKR LTD
(Company)



A9YYHQZ5

A10 23/02/2021 #283
COMPANIES HOUSE

Circulated on 19th 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 551 of the Act the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot 71 ordinary shares of £0.0001 each in the Company up to an aggregate nominal amount of £0.0071 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:

2. **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.
3. **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.

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:

Company Number: 11200977

Signed by
Matthew Latham



.....

Date: 19th December 2019

Signed by
Thomas McGillyCuddy



.....

Date: 19th December 2019

Signed by
Hugh Frost

.....

Date:

Signed by
Peter Johnson

.....

Date:

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

Date:

Signed by
Dominic Tyson

Date:

Signed by
George Tyson

Date:

Company Number: 11200977

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.