

Company no. 12091675

The Companies Act 2006

Private company limited by shares

Written resolution

of

Merit Squared Ltd

17 July 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Sole Director of Merit Squared Ltd (the "Company") proposes that:

- resolution 1 below is passed as an ordinary resolution (the "Resolution").

Ordinary Resolution:

1. **THAT**, the directors of the Company be and they are empowered for the purposes of Section 550, Companies Act 2006.

Important:

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

The undersigned, being a person entitled to vote on the resolution on the Circulation Date (see *Notes 4 and 5*), hereby irrevocably agrees to the Resolution.

J Seddon
Joe Seddon
Date: 17 July 2019



Notes

1. If you agree to the Resolution, 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 (by delivering the signed copy to Osborne Clarke LLP, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones).
 - By post (by returning the signed copy to Osborne Clarke LLP, 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones).
 - By email (by attaching a scanned copy of the signed document to an email and sending it to simon.jones@osborneclarke.com). Please enter "Written resolution – Merit Squared Ltd" in the email subject box.

Please note that return of this document will not be accepted by fax.

2. **The Resolution will lapse if sufficient votes in favour of it have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on the Resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolution.
3. Once you have signified your agreement to the Resolution such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.