

COMPANIES ACT 2006

WRITTEN RESOLUTION

of

Capital Dynamics SSCP Limited

Company number 12128145

(the "Company")

TUESDAY



A13 \*A8C9MJV7\* 20/08/2019 #27  
COMPANIES HOUSE

Circulation date: July 31, 2019 (the "Circulation Date")

Pursuant to section 291 of the Companies Act 2006 (the "Act"), the sole director of the Company (the "Board") proposes that the resolution below is passed as a special resolution of the Company (the "Resolution").


**SPECIAL RESOLUTION:**

**DIS-APPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

**THAT**, in place of all existing and unexercised authorities and powers, during the period of five years from the date of the passing of this Resolution, the sole director of the Company be and is hereby generally and unconditionally empowered pursuant to section 570 of the Act to exercise all or any of the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) for cash, and grant rights to subscribe for, or to convert any security into securities as if article 8(2) of the articles of association of the Company did not apply to any such allotment. This power shall cease to have effect when the authority is revoked or (if not revoked) expires but the Company may make an offer or agreement before expiry of this power which would or might require equity securities to be allotted after expiry of this power and the sole director may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

We, the undersigned, being the sole shareholder of the Company who at the Circulation Date would be entitled to vote on the Resolution, hereby agree to the Resolution.

Signed by

  
MILES PERRYMAN  
DIRECTOR

  
GEORGE BASHFORTH  
ALTERNATE DIRECTOR

Name: Authorised signatory, acting on behalf of Capital Dynamics (Cayman Islands) Limited acting as General Partner of Capital Dynamics Strategic Small Cap Program LP

Position: **Sole Shareholder**

Date: 1 August 2019

Notes to members:

- 1 If you agree with the above Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company:
  - (a) by delivering it by hand or by posting it to David Smith at One Snowhill, Snow Hill Queensway, Birmingham, United Kingdom, B4 6GB; or
  - (b) by sending it as an attachment to an email at [dsmith@capdyn.com](mailto:dsmith@capdyn.com).
- 2 A member's agreement to a written resolution, once signified, may not be revoked.
- 3 A written resolution is passed when the required majority of eligible members have signified their agreement to it. The required majority for a special resolution is eligible members representing not less than 75% of the total voting rights of eligible members. The Resolution set out above must be passed within 28 days after the Circulation Date, otherwise it will lapse.
- 4 If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 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.