

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES

CERTIFIED WRITTEN RESOLUTION

ROYAL CIRCUS TECHNOLOGIES LIMITED (the "Company")  
(Company Number SC544189)

FRIDAY



Effective date of the Resolution(s): 5 October 2016 (the "Effective Date")

The undernoted resolution was duly passed as a Special Resolution of the above named company by Written Resolution of the sole Member of the Company on the Effective Date, viz:-

**SPECIAL RESOLUTION**

"That the Articles of Association of the Company be and are hereby amended as follows:-

1. By the addition of the following new definition alphabetically in Article 1 after the definition of "electronic form", namely:-

"Founder" means Leslie Peter Benzies, c/o Caledonian Exchange, 19A Canning Street, Edinburgh, EH3 8HE;"

2. By the deletion of Article 11(2) and the insertion of the following in its place:-

"The quorum for the transaction of business of the directors may be fixed by the directors (with the prior consent in writing of the Chairman) and unless so fixed at any other number shall be 2 directors provided that, while the Founder is in office, no quorum shall be present unless the Founder or his alternate is present in person at the commencement of and throughout the meeting, except where the Founder, in respect of his attendance or that of his alternate, has waived such requirement in writing."

3. By the insertion of the following at the end of the word "required" in Article 11(3) as follows:-

"and subject to Article 17(A)."

4. By the deletion of Article 12 and the insertion of the following in its place:-

"The Chairman of the Company shall be appointed and/or removed by the Founder from time to time by notice in writing to the Company. The first Chairman shall be the Founder."

5. By the deletion of Article 13(1) and the insertion of the following in its place:-

"If the number of votes at any directors' meeting or any committee of the directors, for and against a proposal are equal, the Chairman shall have a casting vote."

6. By the insertion of the following at the end of Article 14 (1) as follows:-

"In the event of the director being the Founder having a conflict, the Founder shall and can be counted as participating in the decision-making process for quorum or voting purposes."

7. The insertion of a new Article 16(A) as follows:-

"There is no age limit for directors of the company."

8. The insertion of a new Article 17(A) as follows:-

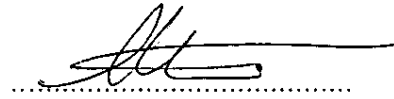
"The Board shall be appointed as follows:-

- a) the Founder shall be appointed a director (for so long as the Founder is willing to act to be a director of the company);
- b) the Founder shall have the right by notice in writing to the company to appoint up to one other person willing to act to be a director of the company and the right to appoint shall carry the corresponding right to remove the appointee and appoint another person in his place. Upon a request in writing from the Founder, the company shall also procure that any director appointed be appointed a director to any subsidiary of the company (at no additional cost to the company or its subsidiaries); and
- c) the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, subject to obtaining the prior written approval of the Founder."

9. The insertion of a new Article 18(A) as follows:-

"The directors shall hold office until he is either removed in accordance with these Articles, including Article 18 above or dies or vacates office."

CERTIFIED A TRUE COPY



Director

5th October 2016 Date