

Company No. 01069599

Written Resolutions of Robinson Webster (Holdings) Limited (the "Company")

Circulation Date: 1st February 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following ordinary and special resolutions (together, the "Resolutions") be passed:

Ordinary Resolutions

1. To re-designate and sub-divide each of the issued ordinary B shares of £1.00 each into 10,000 Deferred Shares of £0.0001 each, carrying the rights and subject to the restrictions attaching to the Deferred Shares of the Company as set out in the articles of association of the Company, as amended pursuant to Resolution 3 below.
2. To re-designate and sub-divide each of the issued ordinary C shares of £0.0005 each into 5 Deferred Shares of £0.0001 each, carrying the rights and subject to the restrictions attaching to the Deferred Shares of the Company as set out in the articles of association of the Company, as amended pursuant to Resolution 3 below.

Special Resolution

3. That, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be and are hereby amended as provided for in the annex to these Resolutions (which annex forms part of these Resolutions).

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:

Full name of member (print): Kewsaw Limited

Authorised Signature: _____

Dated: 2/FEB 2018

Full name of member (print): Charles Atterton

Signature: _____

Dated: 2018

THURSDAY



A6ZCNXDD

A20

08/02/2018

#191

COMPANIES HOUSE

Full name of member (print): Peter Ruis
Signature:
Dated: 2018

Full name of member (print): Richard Gilmore
Signature:
Dated: 2018

Full name of member (print): Shailina Parti
Signature:
Dated: 2018

Full name of member (print): Colin Bryant
Signature:
Dated: 2018

Full name of member (print): Paul Owers
Signature:
Dated: 2018

Full name of member (print): Catherine Holt
Signature:
Dated: 2018

Full name of member (print): Toby Foreman
Signature:
Dated: 2018

Full name of member (print): Matthew Moore
Signature:
Dated: 2018

Full name of member (print): Alexander Kelly
Signature:
Dated: 2018

Full name of member (print): Claire Miles
Signature:
Dated: 2018

Full name of member (print): Richard Lane
Signature:
Dated: 2018

Full name of member (print): Lucia Wood
Signature:
Dated: 2018

Full name of member (print): John Cossey
Signature:
Dated: 2018

Full name of member (print): Janet Martin
Signature:
Dated: 2018

NOTES:

1. You can choose to agree to all of the Resolutions or none of them, but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, 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: delivering the signed and dated copy to the Company secretary at the Company's registered office.

Post: returning the signed and dated copy by post to the Company secretary at the Company's registered office.

By email: sending a scanned signed and dated copy by email to the Company secretary at the following email address: rebecca.paul@jigsaw-uk.co.uk.

2. If you do not agree to the Resolutions, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. Unless by the date which is 28 days from the date of circulation of these Resolutions, sufficient agreement has been received for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company 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 of the Company.
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.

ANNEX

Amendments to Company's Articles of Association

1. The definition of "Deferred Share" be amended as follows:
"a deferred share of £0.0001 each in the Company."
2. The provisions of Article 43 shall be amended to read as follows:
"43 Class Meetings

43.1 *The provisions of the Articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of Shares.*

43.2 *The rights attached to any class of Shares may be varied by a special resolution of the Company duly passed. It shall not be necessary for any separate consent to be obtained from the holders of any Shares of any class affected."*
3. The heading to Article 48 shall be amended to read: **"Listing and Deferred Shares"**
4. Article 48.4 shall be amended to read as follows:
"48.4 Subject to the Act, any Deferred Shares may be redeemed by the Company at any time at its option for one penny for all of the Deferred Shares registered in the name of any holder(s) without obtaining the sanction of the Deferred Shareholders."
5. Article 48.5 be amended to read as follows:
"48.5 Any Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time, without obtaining the sanction of the Deferred Shareholders (or any of them) to:

 - (i) *appoint any person to execute any transfer (or any agreement to transfer) such Deferred Shares to such person(s) as the Company may determine (whether as nominee, custodian or absolute legal and beneficial owner);*
 - (ii) *give, on behalf of such Deferred Shareholder, consent to the cancellation of or transfer of such Deferred Shares; and/or*
 - (iii) *purchase such Deferred Shares in accordance with the Act,*
in any case (i) for a price being not more than £0.01 for all such Deferred Shares registered in the name of a Deferred Shareholder; and (ii) with the Company having authority pending such transfer, cancellation and / or purchase to retain certificates (if any) in respect thereof."
6. Article 49.5 shall be amended to read as follows:
"49.5 The Directors may, with the prior approval of the members given by ordinary resolution, allot and issue or grant options to acquire Shares without first offering them to the members under Article 49.3."

Company No. 01069599

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Circulation Date: 1st February 2018

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Ordinary Resolutions

1. To re-designate and sub-divide each of the issued ordinary B shares of £1.00 each into 10,000 Deferred Shares of £0.0001 each, carrying the rights and subject to the restrictions attaching to the Deferred Shares of the Company as set out in the articles of association of the Company, as amended pursuant to Resolution 3 below.
2. To re-designate and sub-divide each of the issued ordinary C shares of £0.0005 each into 5 Deferred Shares of £0.0001 each, carrying the rights and subject to the restrictions attaching to the Deferred Shares of the Company as set out in the articles of association of the Company, as amended pursuant to Resolution 3 below.

Special Resolution

3. That, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be and are hereby amended as provided for in the annex to these Resolutions (which annex forms part of these Resolutions).

Please read the Notes below before signifying your agreement to the Resolutions.

The undersigned, being an "eligible member" (as defined in section 289 of the Companies Act 2006) and entitled to vote on the Resolutions on the circulation date specified above, irrevocably agrees to the Resolutions:

Full name of member (print): Kewsaw Limited

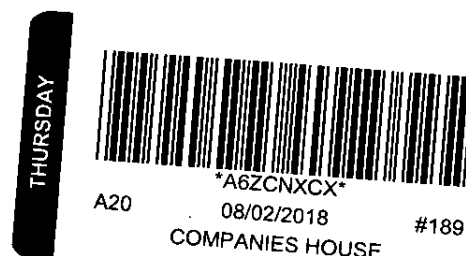
Authorised Signature:

Dated: 2018

Full name of member (print): Charles Atterton

Signature:

Dated: 2018



Full name of member (print): Peter Ruis

Signature:

Dated: 2018

Full name of member (print): Richard Gilmore

Signature:

Dated: 2018

Full name of member (print): Shailina Parti

Signature:

Dated: 2018

Full name of member (print): Colin Bryant

Signature:

Dated: 1st February 2018

Full name of member (print): Paul Owers

Signature:

Dated: 2018

Full name of member (print): Catherine Holt

Signature:

Dated: 2018

Full name of member (print): Toby Foreman

Signature:

Dated: 2018

Full name of member (print): Matthew Moore

Signature:

Dated: 2018

Full name of member (print): Alexander Kelly

Signature:

Dated: 2018

Full name of member (print): Claire Miles

Signature:

Dated: 2018

Full name of member (print): Richard Lane

Signature:

Dated: 2018

Full name of member (print): Lucia Wood

Signature:

Dated: 2018

Full name of member (print): John Cossey

Signature:

Dated: 2018

Full name of member (print): Janet Martin

Signature:

Dated: 2018

NOTES:

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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 of the Company.
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2. The provisions of Article 43 shall be amended to read as follows:

"43 Class Meetings

43.1 *The provisions of the Articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of Shares.*

43.2 *The rights attached to any class of Shares may be varied by a special resolution of the Company duly passed. It shall not be necessary for any separate consent to be obtained from the holders of any Shares of any class affected."*
3. The heading to Article 48 shall be amended to read: **"Listing and Deferred Shares"**
4. Article 48.4 shall be amended to read as follows:

"48.4 *Subject to the Act, any Deferred Shares may be redeemed by the Company at any time at its option for one penny for all of the Deferred Shares registered in the name of any holder(s) without obtaining the sanction of the Deferred Shareholders."*
5. Article 48.5 be amended to read as follows:

"48.5 *Any Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time, without obtaining the sanction of the Deferred Shareholders (or any of them) to:*

(i) appoint any person to execute any transfer (or any agreement to transfer) such Deferred Shares to such person(s) as the Company may determine (whether as nominee, custodian or absolute legal and beneficial owner);

(ii) give, on behalf of such Deferred Shareholder, consent to the cancellation of or transfer of such Deferred Shares; and/or

(iii) purchase such Deferred Shares in accordance with the Act,

in any case (i) for a price being not more than £0.01 for all such Deferred Shares registered in the name of a Deferred Shareholder; and (ii) with the Company having authority pending such transfer, cancellation and / or purchase to retain certificates (if any) in respect thereof."
6. Article 49.5 shall be amended to read as follows:

"49.5 *The Directors may, with the prior approval of the members given by ordinary resolution, allot and issue or grant options to acquire Shares without first offering them to the members under Article 49.3."*

Full name of member (print): Matthew Moore

Signature:

Dated: 2018

Full name of member (print): Alexander Kelly

Signature:

Dated: 2018

Full name of member (print): Claire Miles

Signature:

Dated: 2018

Full name of member (print): Richard Lane

Signature:

Dated: 2018

Full name of member (print): Lucia Wood

Signature:

Dated: 2018

Full name of member (print): John Cossey

Signature:

Dated: 2018

Full name of member (print): Janet Martin

Signature: 

Dated: 3rd February 2018

Company No. 01069599

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Circulation Date: February 2018

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Full name of member (print): Kewsaw Limited

Authorised Signature:

Dated: 2018

Full name of member (print): Charles Atterton

Signature:

Dated: 05.02.2018

THURSDAY



Full name of member (print): Peter Ruis

Signature: 

Dated: 1/2 2018

Full name of member (print): Richard Gilmore

Signature: 

Dated: 1/2/2018 2018

Full name of member (print): Shailina Parti

Signature: 

Dated: 5/2/2018 2018

Full name of member (print): Colin Bryant

Signature:

Dated: 2018

Full name of member (print): Paul Owers

Signature: 

Dated: 2018

Full name of member (print): Catherine Holt

Signature: 

Dated: 1/2/18 2018

Full name of member (print): Toby Foreman

Signature: 

Dated: 1/2/ 2018

Full name of member (print): Matthew Moore

Signature:

Dated: 2018

Full name of member (print): Alexander Kelly

Signature: 

Dated: 1/2 / 2018

Full name of member (print): Claire Miles

Signature: 

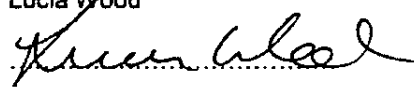
Dated: 1/21 / 2018

Full name of member (print): Richard Lane

Signature: 

Dated: 1 / 2 / 2018

Full name of member (print): Lucia Wood

Signature: 

Dated: 5/2 / 2018

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Signature: 

Dated: 1/2 / 2018

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Signature:

Dated: 2018

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