

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

I-COMPLY LIMITED ("Company")

COMPANY NUMBER 04316461

Circulation Date 30th December 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "**Resolutions**") -

ORDINARY RESOLUTION (1)

" THAT the 6000 issued B Ordinary Shares of £0 01 each in the capital of the Company be re-designated as 6000 A Ordinary Shares of £0 01 each in the capital of the Company such shares having the same rights and being subject to the same restrictions as the existing A Ordinary Shares of £0 01 each in the capital of the Company as set out in the Company's articles of association for the time being "

ORDINARY RESOLUTION (2)

" THAT the 35,690,000 issued A Ordinary shares of £0 01 in the capital of the Company be consolidated as 356,900 A Ordinary shares of £1 "

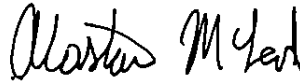
AGREEMENT

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



We, the undersigned, on behalf of the person entitled to vote on the Resolutions hereby irrevocably agree to the Resolutions

Signature on behalf of Shareholder

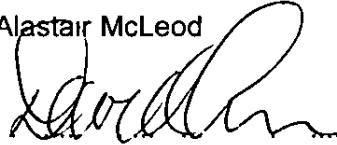


Director of Veracity UK Limited

Full name of signatory

Alastair McLeod

Signature on behalf of Shareholder



Director of Veracity UK Limited

Full name of signatory

David Corson

Date

30th December 2016

NOTES

- 1 If you agree with 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 copy, marked for the attention of Graham Bell, to the Company's solicitor's office at Wright, Johnston & Mackenzie LLP, 302 St Vincent Street, Glasgow, G2 5RZ

Post returning the signed copy by post marked for the attention of Graham Bell, to the Company's solicitor's office at Wright, Johnston & Mackenzie LLP, 302 St Vincent Street, Glasgow, G2 5RZ

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to gb@wjmc.co.uk Please enter "I-Comply Limited" in the subject box

- 2 If you do not agree to the 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 Resolutions, you may not revoke your agreement
- 4 Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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