

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**SP MARKET LIMITED**  
**(the Company)**  
**WRITTEN RESOLUTION**

**03 October 2017 (the Circulation Date)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as special resolutions (**the Resolutions**):

**1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 the directors of the Company be generally and unconditionally authorised to allot 908 A ordinary shares of 0.01p in the Company up to an aggregate nominal amount of £9.08 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of this resolution.

**2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

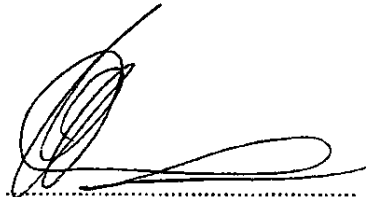
THAT, subject to passing of resolution 1, the rights of pre-emption on issue of shares in favour of existing shareholders set out in article 22 of the Company's articles of association be dis-applied in respect of the proposed issue of 908 A ordinary shares of 0.01p in the capital of the Company to Pembroke VCT PLC.

**AGREEMENT**

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

We, the undersigned, being persons entitled to vote on the Resolutions at the Circulation Date, hereby irrevocably agree to the Resolutions.

Signed by a director,  
on behalf of  
**PEMBROKE VCT PLC**

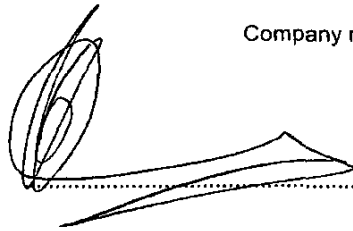


Date

..... 20 October 2017



Company no. 06845733



Signed by **PETER DUBENS**

Date

20 October 2017

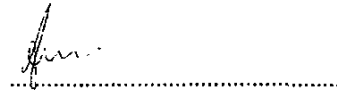
Signed by **ROBERT SILVER**

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Date

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Signed by **AMIT DOSANI**



Date

3 Oct 2017

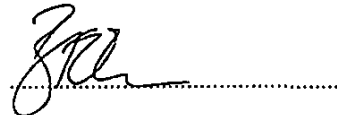
Signed by **DANIEL O'NEILL**



Date

03 Oct 2017

Signed by **BEN O'BRIEN**



Date

03 October 2017

**NOTES**

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company by attaching a scanned copy of the signed Resolutions to an email and sending it to [ben@sourcedmarket.co.uk](mailto:ben@sourcedmarket.co.uk). Please enter "SP Market Written Resolutions" in the email subject box.

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. 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 on this date.

4. 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.

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.