

**WRITTEN RESOLUTION**

**of**

**The Sensible Code Company Ltd ("Company")**

**Company Number: 06979284**

**Circulation Date: 3 December 2018**

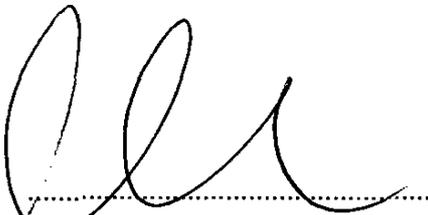
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("**CA 2006**"), the directors of the Company proposed that the following resolutions were passed as ordinary and special resolutions ("**Resolutions**" and each a "**Resolution**").

**ORDINARY RESOLUTION**

1. **THAT** the terms of an agreement proposed to be made between the Company and Francis Irving for the purchase by the Company from Francis Irving of 20176 ordinary shares of £0.33 each in the capital of the Company ("**Shares**") for a total consideration of £30,264.00 on the terms of the Share buy-back agreement attached ("**Share buy-back agreement**") be and is hereby approved and the Company be authorised to enter into the Share buy-back agreement.

**SPECIAL RESOLUTION**

2. Subject to the passing of resolution 1 above, we hereby absolutely and irrevocably waive any and all pre-emptive rights which we might have in relation to the purchase of the Shares by the Company pursuant to the Share buy-back agreement, whether such pre-emption rights arise pursuant to the Articles of Association of the Company, by law or otherwise.



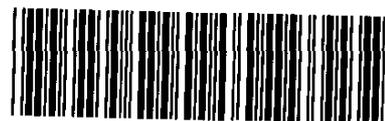
**Aidan Martin McGuire**

**Chairman**

*3 December 2018*

Date

MONDAY



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04/03/2019  
COMPANIES HOUSE