

THE COMPANIES ACT 2006

Company No **07831511**

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL WRITTEN RESOLUTION OF
CROWDFUNDER LIMITED
("the Company")

Dated this **13th** day of **MARCH** . . . 2017

We, being the shareholders of the Company entitled to attend and vote at general meetings of the Company hereby pass the following written resolutions of the Company pursuant to s288 of the Companies Act 2006 and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed at a duly convened meeting of the Company

1. THAT, the articles of association of the Company be amended by.

1.1. including a new definition of 'A Shareholder Majority' at article 2 1,

1 2. deleting article 5 1 and replacing it with the following new article 5 1:

'No unissued share, and no right to subscribe for or convert any security into a share, shall be allotted or issued without the prior written consent of an A Shareholder Majority, and the C Shareholders',

1 3 deleting article 5.2 and replacing it with the following new article 5 2:

'Unless an A Shareholder Majority and the C Shareholders otherwise agree in writing, no issue or allotment of securities shall be made other than in accordance with these Articles'; and

1.4 deleting article 8.1.1 and replacing it with the following new article 8.1.1.

'with the prior written consent of an A Shareholder Majority and the C Shareholders'

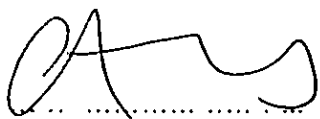
Under resolution 1, the Company is proposing to amend its articles of association to simplify the consent provisions in respect of issuing new, and transferring existing, shares in the Company.

AGREEMENT

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

The undersigned, as persons entitled to vote on the above resolutions hereby irrevocably agrees to those resolutions as indicated above:



Signed by 

For and on behalf of

CREATIVE ENGLAND

Date 13/3/17

Signed by

Date


NOTES

1. Once you have indicated your voting intentions please sign and date this document and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Phil Geraghty at phil.geraghty@crowdfunder.co.uk

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement.

3 Where, such date as is 28 days after the date of this resolutions, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before this date

Signed by  NATHAN ELSTOB

For and on behalf of .. NESTA

Date 10/3/17

Signed by

Date

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Signed by BARRETT WESTLAKE D.M. 4/2

For and on behalf of CROWDCUBE
LIMITED

Date 10/3/2017

Signed by

Date

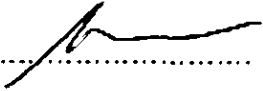
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Signed by  ROB LEVE

For and on behalf of
New Digital Ventures

Date March 4th 2017

Signed by

Date

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