

Company number: 09899369

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**

- of -

**HIROES LIMITED (the "Company")**

**Passed on 27 September 2017**

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

That the Company's articles of association be amended by the addition of the following as a new Article 7.1.10:

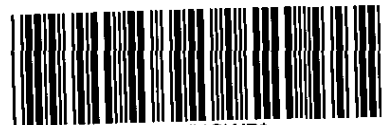
"Notwithstanding any other provision of these Articles, in respect of any Transfer Notice that is, has been or would otherwise be deemed to have been served under Article 15, the departing Founder and the non-departing Founder may in their discretion agree that a specified number of Employee Shares in relation to the departing Founder shall be transferred by the departing Founder to the non-departing Founder and the price and any other terms in respect of any such transfer. Notwithstanding any other provision of these Articles, in the event of any such agreement (i) Article 7 shall not apply in respect of any Employee Shares in relation to that Founder; and (ii) Articles 15.2 and 15.3 shall apply but only in respect of any Employee Shares in relation to the departing Founder that are not the subject of the transfer and then only from completion of the transfer."

Raphael Scemama



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Director

THURSDAY



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28/09/2017

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