

Company number 10540836

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
MARKETSFLOW LTD ("Company")**

31st of January 2018 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company ("Directors") propose that the following resolutions are passed as ordinary and special resolutions as specified ("Resolution").

**SPECIAL RESOLUTION**

**1) Adoption of Articles of Association**

That the Company adopt new articles of association as are attached to this resolution ("**New Articles**") and which are by this resolution adopted as the new articles of association in substitution for and to the complete exclusion of the existing articles of association of the Company.

**ORDINARY RESOLUTION**

**2) Subdivision**

That the Ordinary Shares of £1.00 in the issued share capital of the Company be subdivided into Ordinary Shares of £0.001 each in the capital of the Company, with the rights and restrictions set out in the New Articles.

**ORDINARY RESOLUTION**

**3) Authority to Allot**

That, in accordance with section 551 of the CA 2006, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £5,144.945 provided that this authority shall, unless renewed, varied or revoked by the Company, expire 12 months after the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution shall become effective on the receipt of the relevant subscription monies and should any of the investors fail to advance their subscription monies, the relevant shares shall not be allotted to that investor and the number of shares allotted

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shall be adjusted down accordingly or reallocated to an alternative investor on the same terms as that of the original. This authority revokes and replaces all unexercised authorities previously granted to the Directors.

## **SPECIAL RESOLUTION**

### **4) Disapplication of Pre-Emption Rights**

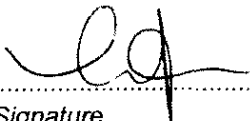
That, subject to the passing of resolution 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to the nominal amount and time period specified in resolution 3 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

## **AGREEMENT**

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

The undersigned, being persons entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Signed by THOMAS NASH  
Print Name

  
Signature

Date:

31/01/18

## **NOTES**

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:

**By hand:** delivering the signed copy to Thomas Nash at the Company's registered

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [tom@marketsflow.com](mailto:tom@marketsflow.com). Please type "Written resolutions" in the e-mail subject box.

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.
3. Unless, within 30 days of the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**MARKETSFLOW LTD (the "Company") (Company Number: 10540836)**

**(Adopted by special resolution passed on 31st of January 2018)**

**1. Interpretation**

1.1. In these Articles, unless the context otherwise requires:

<b>Accepting Shareholder</b>	has the meaning given in Article 9.5;
<b>Acting in Concert</b>	has the meaning given to it in the City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers (as amended from time to time);
<b>Articles</b>	means the Company's Articles of Association;
<b>Beneficial Owner</b>	means a person whose Shares are held on trust by NomineeCo;
<b>Board</b>	means the board of Directors;
<b>Business Day</b>	means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
<b>Buyer</b>	has the meaning given in Article 9.1;
<b>Called Shares</b>	has the meaning given in Article 10.2.1;
<b>Called Shareholder</b>	has the meaning given in Article 10.1;
<b>Civil Partner</b>	means in relation to a Shareholder, a civil partner (as defined in the Civil Partnership Act 2004) of the Shareholder;
<b>Companies Act</b>	the Companies Act 2006;
<b>Controlling Interest</b>	means an interest in Shares giving to the holder or holders control of the Company within the meaning of section 1124 of the Corporation Tax Act 2010;
<b>Convertible Securities</b>	has the meaning given in Article 9.2.3;
<b>Date of Adoption</b>	means the date on which these Articles were adopted;