

COMPANY NUMBER: 09381071

THE COMPANIES ACT 2006

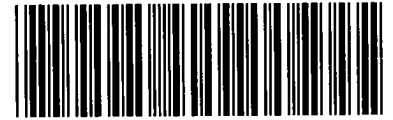
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

**YELLOWDOG LIMITED
("the Company")**

CIRCULATION DATE: 14th April 2020

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**"), the directors of the Company propose that the resolution below is passed as a special resolution (the "**Special Resolution**").

SPECIAL RESOLUTION

- 1 That (in accordance with section 551 of the Act) the directors be generally and unconditionally authorised to:
 - (a) allot to the holders of Ordinary Shares and any persons other than the holders of Ordinary "A" Shares up to 348,500 Ordinary Shares of £0.0001 each (with an aggregate nominal value of £34.85) as if article 19 of the Company's articles of association (Pre-emption Rights on the allotment of Equity Securities) did not apply to such allotments, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 9th July 2020; and
 - (b) allot up to 500,000 Ordinary Shares of £0.0001 each (with an aggregate nominal value of £50) pursuant to the Company's employee share option scheme and any other option scheme or arrangement established for the purposes of recruiting or retaining key personnel, as if article 19 of the Company's articles of association (Pre-emption Rights on the allotment of Equity Securities) did not apply to such allotments, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date on which this Special Resolution is passed,

save that in each case the Company may, before such expiry, make an offer or agreement which or might require such Shares to be allotted and the directors may allot shares in pursuance of such offer or agreement

notwithstanding that the authority conferred by this resolution has expired.

This authority shall be in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act or otherwise, but without prejudice to any allotment of shares already made under any such authority.

AGREEMENT

Please read the Notes attached to this document before signifying your agreement to the Special Resolution.

We the undersigned, being entitled to vote on the Special Resolution on the date of circulation, hereby irrevocably agree to the Special Resolution:

Gareth Williams 14 Apr 2020

Gareth Williams Date

 14 Apr 2020

Simon Ponsford Date

Bruce Beckloff 21 Apr 2020

Bruce Beckloff as a director Date
for and on behalf of
Bloc Ventures Limited

.....
Stephen James Date
.....

.....
Toby Hughes Date
.....

.....
Andy Street Date

R L Scott-Cook

20 Apr 2020

Robert Scott-Cook

Date

P Scott-Cook

20 Apr 2020

Pamela Scott-Cook

Date

lars mcbride

21 Apr 2020

Lars McBride

Date

Stephen Compton

Date

Angus MacIver

Date

Karl Willis

Date

Chris Berry

20 Apr 2020

Christopher Berry

Date

Mark Mason

21 Apr 2020

Mark Mason

Date

Brian Lovering

20 Apr 2020

Brian Lovering

Date

Allan Rosengren

Date

.....
Paul Brown

.....
Date

Denis G W Mullan
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20 Apr 2020
.....

Denis Mullan

Date

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Jerry Barnes

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Date

charles cook
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20 Apr 2020
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Charles Cook

Date

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Craig Fletcher

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Date

ben cosh
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20 Apr 2020
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Benjamin Cosh

Date

Nicholas Sturge
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20 Apr 2020
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Nicholas Sturge

Date

st John Hughes
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20 Apr 2020
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StJohn Hughes

Date

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Bhupinder Sandhu

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Date

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Paul Brown

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Date

Denis G W Mullan
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20 Apr 2020
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Denis Mullan

Date

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Jerry Barnes

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Date

charles cook
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20 Apr 2020
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Charles Cook

Date

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Craig Fletcher

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Date

ben cosh
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20 Apr 2020
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Benjamin Cosh

Date

Nicholas Sturge
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20 Apr 2020
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Nicholas Sturge

Date

st. John Hughes
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20 Apr 2020
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StJohn Hughes

Date

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Bhupinder Sandhu

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Date

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Andrew Humphries

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Date

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Robert Crews

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Date

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Timothy Hamilton-Davies

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Date

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Andrew Birnie

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21 Apr 2020

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Andrew Birnie

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Date

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Kieran Battles

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Date

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Stephen Scutcher

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Date

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Nicholas Watts

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Date

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Remo Vernaschi

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Date

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Joe Davidson

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Date

.....
Gavyn Davies

.....
Date

Paul Roy
.....
Paul Roy

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Date

.....
15 Apr 2020

Simon Bullock
.....

.....
Date

.....
15 Apr 2020

Lucas Stoops
.....
Signed by a director
for and on behalf of
FOMCAP Nominees Limited

Lucas Stoops
.....
Print name

.....
15 Apr 2020
Date

Simon Bullock
.....
Signed by a director
for and on behalf of
L Batley Holdings Limited

Simon Bullock
.....
Print name

.....
15 Apr 2020
Date

.....
Signed by a director
or authorised person
for and on behalf of
Riversong Limited

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Print name

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Date

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Signed by a director
for and on behalf of
Glued Films Limited

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Print name

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Date

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Signed by a director

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Print name

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Date

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Gavyn Davies Date

.....
Paul Roy Date

.....
Simon Bullock Date

.....
Signed by a director Print name Date
for and on behalf of
FOMCAP Nominees Limited

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Signed by a director Print name Date
for and on behalf of
L Batley Holdings Limited

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Signed by a director Print name Date
or authorised person
for and on behalf of
Riversong Limited

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Signed by a director Print name Date
for and on behalf of
Glued Films Limited

Kirsty Grant

.....
Signed by a director Kirsty Grant 21 Apr 2020
Print name Date

or authorised person
for and on behalf of
Seedrs Nominees Limited

Algirdas Stonys
.....
Signed by a director
for and on behalf of
Telesoftas UAB

ALGIRDAS STONYŠ
.....
Print name

20 Apr 2020
.....
Date

NOTES

- 1 If you agree with the Resolution(s), please indicate your agreement by signing and dating this document where indicated above and returning it to the Company before 5pm within 28 days of the Circulation Date (the “Lapse Date”) using one of the following methods:

By Hand: delivering the signed copy to Stuart Budd at YellowDog Limited, Runway East Bristol, BS1 6AA;

Post: returning the signed copy by post to Stuart Budd at YellowDog Limited, Runway East Bristol, BS1 6AA;

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to stuart.budd@yellowdog.co

- 1 If you do not agree with the Resolution(s), 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(s), you may not revoke your agreement.
- 3 The Resolution(s) are passed when the required majority of eligible members have signified their agreement to it.
- 4 If the Resolution(s) are not passed by the Lapse Date, they will lapse. If the Company receives your signed document after the Lapse Date, your agreement to the Resolution(s) will be ineffective.
- 5 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.
- 6 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.