

Company Number SC242849  
PRIVATE COMPANY LIMITED BY SHARES  
**WRITTEN RESOLUTION**  
**(incorporating class consent)**

of  
**M8 GROUP LIMITED (the "Company")**

By written resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions and class consents were passed on 02/07/2020:

**ORDINARY RESOLUTION**

**1. Re-designation of Preference Shares**

THAT the 11,184,422 preference shares of £0.10 each in the capital of the Company be and are hereby re-designated as 11,184,422 ordinary shares of £0.10 each in the capital of the Company.

**SPECIAL RESOLUTION**

**2. Articles of Association**

THAT the Articles of Association in the form attached hereto be and they are hereby adopted as the Articles of Association of the Company in substitution for the existing articles of association of the Company.

**CLASS CONSENT**

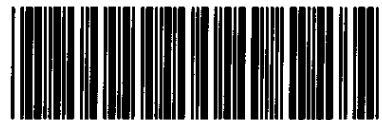
Pursuant to Chapter 2 of Part 13 of the Act, the Directors propose that the following class consent be given by agreement of the holders of not less than 75% by nominal value of the holders of Preference Shares in the capital of the Company (the "Class Consent"):

"THAT, to the extent that we are holders of Preference Shares in the capital of the Company, we hereby approve, sanction and consent to the variation, modification and/or abrogation of our class rights as a holder of Preference Shares that does or may occur as a result of the passing of the foregoing Resolutions or the implementation of the matters set out in the foregoing Resolutions."

  
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Director, M8 Group Limited

Date: 02/07/2020

TUESDAY



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SCT 07/07/2020 #200  
COMPANIES HOUSE