

Company Number: 04668888

The Companies Act 2006

Company Limited by Shares

Written Resolution of the members of PROPELLERNET LTD (the "Company")

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "CA 2006"), the following resolution (the "**Resolution**") is proposed by the Directors as a special resolution. The Resolution was first circulated to members of the Company on 11th Jan 2019 (the "**Circulation Date**").

Special resolution

It is resolved that:

- 1) The insertion of the new Articles 7.3.5 and 7.3.6 as follows: "7.3.5 In exceptional circumstances in the Remuneration Committee's absolute discretion, a Departing Executive Shareholder who is a Good Leaver may be permitted to continue holding their Executive Shares in the Company after Departure Date and Articles 7.1 and 7.2 shall apply.

7.3.6 Where Article 7.3.5 applies, a Good Leaver shall not be deemed to have served a Departure Transfer Notice on the Departure Date in respect of his/her Executive Shares."

- 1) All persons being the members of the above named Company for the time being entitled to attend and vote at general meetings and who are currently registered as the respective holders of Ordinary Shares in the Company ("Current Shareholders"), hereby wave their pre-emption right attributed to them under the Articles of Association of the Company to any shares to be issued to employees of the Company under the EMI Scheme and hereby give their irrevocable consent to issue such shares directly to such employees in accordance with the rules of the EMI Scheme. Any other Shareholders to join the Company in place of or in addition to the Current Shareholders will sign a document to that effect.

Please read the notes set out below before signing or taking any action on these resolutions

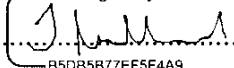
Agreement of members

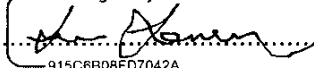
We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:



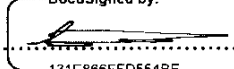
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DocuSigned by:

..... → Jack Hubbard
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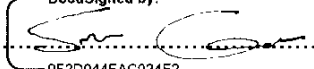
DocuSigned by:

..... → James Alexander Jensen
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..... → Linda Hubbard

DocuSigned by:

..... → Andrea Louca-jensen
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DocuSigned by:
Nikki Gatenby
..... → Nikki Gatenby
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DocuSigned by:
Gary Preston
..... → Gary Preston
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DocuSigned by:

..... → Simon Collard
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DocuSigned by:
Jonathan Langdale Markwell
..... → Jonathan Langdale Markwell
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