

THE COMPANIES ACT 2006

MONDAY



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28/10/2019

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DEEPMIND TECHNOLOGIES LIMITED
Company no. 07386350

(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT:

- 1) the share capital of the Company be reduced by cancelling and extinguishing 5,266,406,357 ordinary shares of £0.0001 each; and
- 2) the amount standing to credit of the share premium account of the Company as at the date on which this resolution is passed be cancelled and extinguished in full.

By order of the Board:


Mr Kenneth H. Yi

Director

Date:

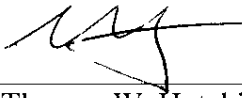
**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES
ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 28 October 2019 (the "**Circulation Date**").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (a) a member signifies its agreement to a proposed written resolution when the Company receives from it (or someone acting on his/her/its behalf) an authenticated document -
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating its agreement to the resolution;
 - (b) the document must be sent to the Company in hard copy form or in electronic form;
 - (c) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (d) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. Unless, by the date falling 28 days after the Circulation Date, sufficient agreement has been received for the resolution to be passed, it will lapse. However, eligible members should signify their agreement to the written resolution within 15 days of the Circulation Date. This is because additional stricter rules apply to a written resolution for reducing share capital. Such resolution will not be effective unless it is supported by a solvency statement made not more than 15 days before the date on which the resolution is agreed to (*see* sections 641(1)(a) and 642(1)(a) Companies Act 2006). If you agree to the resolution, please ensure that your agreement reaches us on or before this date.

AGREEMENT BY SOLE ELIGIBLE MEMBER TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolution be passed as a written resolution pursuant to Section 288 of the Companies Act 2006 and that the resolution shall take effect as a special resolution.



Name: Thomas W. Hutchinson
Authorised signatory
for and on behalf of
Google Ireland Holdings Unlimited Company

Dated: 28 October 2019