

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."

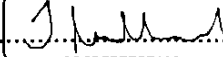
- 1) All persons being the members of the above named Company for the time being entitled to attend and vote at general meetings and who are currently registered as the respective holders of Ordinary Shares in the Company ("Current Shareholders"), hereby wave their pre-emption right attributed to them 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.

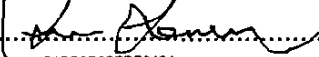
Please read the notes set out below before signing or taking any action on these resolutions

Agreement of members


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



DocuSigned by:

B5DB5B77EF5F4A9 → Jack Hubbard

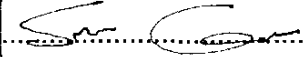
DocuSigned by:

915C8B08FD7042A... → James Alexander Jensen

..... → Linda Hubbard

DocuSigned by:

131E866FFD554BE... → Andrea Louca-jensen

DocuSigned by:
Nikki Gatenby
6F7F57BDC491453... → Nikki Gatenby

DocuSigned by:
Gary Preston
FCD2DECD209A45A... → Gary Preston

DocuSigned by:

9F2D044FAC024F2... → Simon Collard

DocuSigned by:
Jonathan Langdale Markwell
E8B3D02AEB004EB... → Jonathan Langdale Markwell



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Notes

- 1) If you agree with the Resolutions, please sign this document above alongside your name or the name of the person on whose behalf you are authorised to act.
- 2) Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolutions to pass, they will lapse.
- 3) 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 or authority to help@vestd.com.