

Company No: 02939389

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
JERROLD HOLDINGS LIMITED ("Company")

Passed the 2 day of November 2016

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the members of the Company who, at the date of circulating the resolutions, were entitled to vote on the resolutions, the following resolutions of the Company were duly passed

ORDINARY RESOLUTION


- 1 THAT
- 1 1 each of the A preferred shares in the capital of the Company be and are hereby redesignated as A ordinary shares in the capital of the Company,
- 1 2 each of the B1 ordinary shares and B2 ordinary shares in the capital of the Company be and are hereby redesignated as B ordinary shares in the capital of the Company,
- 1 3 each of the C1 ordinary shares, C2 ordinary shares and C3 ordinary shares in the capital of the Company be and are hereby redesignated as C ordinary shares in the capital of the Company,
- 1 4 30,000 Deferred ordinary shares in the capital of the Company (which were previously automatically re-designated from D ordinary shares) be and are hereby redesignated as C ordinary shares in the capital of the Company,

each having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 2

SPECIAL RESOLUTION

- 2 THAT conditional upon the receipt of funds by DWF LLP, KPMG LLP and Eversheds LLP in accordance with the escrow letter in connection with Project Ruby the Articles of Association attached to this resolution be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company

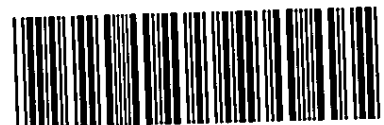
Signed



Director/Secretary

Dated 2 November 2016

WEDNESDAY



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09/11/2016
COMPANIES HOUSE