

Company number: 08304378

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INTERNATIONAL MARKET MANAGEMENT LTD (Company)

29 JANUARY

2020 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of the Company propose that the below resolutions are passed as ordinary resolutions (**Resolutions**).

IT IS RESOLVED:

ORDINARY RESOLUTIONS

- 1 **THAT**, the terms of a shareholders' agreement between the Company and its shareholders as attached (**Shareholders' Agreement**) be approved and the Company be authorised to enter into the Shareholders' Agreement.

- 2 **THAT**, for the purpose of section 551 of the Companies Act 2006 and generally, to exercise all and any powers of the Company to allot shares and to grant rights to subscribe for, or to convert any security into, Ordinary Shares of £0.000001 each in the share capital of the Company to any person at any time and subject to any terms and conditions as the directors think fit, up to an aggregate nominal amount of £2.50 (including any sums paid by way of share premium) with the rights attaching to them as set out in the Articles **PROVIDED ALWAYS** that this authority shall:
 - a. expire (unless previously varied as to duration or renewed by special resolution of the Company) on the fifth anniversary of the passing of this resolution, except that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry (and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired); and
 - b. apply insofar as it has not expired or been waived or revoked by special resolution of the Company and shall revoke and replace all unexercised authorities previously granted to the directors of the Company but without prejudice to any allotment of shares already made or offered or agreed pursuant to such authorities.



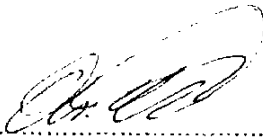
A05 02/03/2020 #244
COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolution on 2020, hereby irrevocably agree to the Resolution:

Signed:


.....

Name of Shareholder: **Oliver Waugh**

Date:

29 / 1 / 2020
.....

Signed:

.....

For and on behalf of: **IMM (EBT) Ltd**

Date:

.....

Signed:

.....

Name of Shareholder: **David Stewart**

Date:

.....

Signed:

.....

Name of Shareholder: **Lucy Stewart**

Date:

.....

Signed:

.....

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

We, the undersigned, being the shareholders of the Company entitled to vote on the Resolution on 2020, hereby irrevocably agree to the Resolution:

Signed:

Name of Shareholder: **Oliver Waugh**

Date:

Signed: 

For and on behalf of: **IMM (EBT) Ltd**

Date: 26/02/2020

Signed: 

Name of Shareholder: **David Stewart**

Date: 26/02/2020

Signed: 

Name of Shareholder: **Lucy Stewart**

Date: 26/02/2020

Signed:

Name of Shareholder

Date:

Signed:

Name of Shareholder:

Date:

Signed:

Date:

Signed:

Name of Shareholder: **Alistair Macdonald-Buchanan**

Date:

Signed:

Name of Shareholder: **Fraser Simon**

Date:

Signed:

Name of Shareholder: **Hugh Sloane**

Date:

Name of Shareholder: **Jasper Timothy Reid**

Date:

Signed:

Name of Shareholder: **Megan Reid**

Date:

Signed: 

Name of Shareholder: **Akshata Murty**

Date: 

Signed:

Name of Shareholder: **Alistair Macdonald-Buchanan**

Date:

Signed:

Name of Shareholder: **Fraser Simon**

Date:

Signed:

Name of Shareholder: **Hugh Sloane**

Date:

Name of Shareholder: **Jasper Timothy Reid**

Date:

Signed:

Name of Shareholder: **Megan Reid**

Date:

Signed:

Name of Shareholder: **Akshata Murty**

Date:

Signed:

Alistair Macdonald-Buchanan

Name of Shareholder: **Alistair Macdonald-Buchanan**

Date: 26/02/2020

Signed:

Name of Shareholder: **Fraser Simon**

Date:

Signed:

Name of Shareholder: **Hugh Sloane**

Date:

Name of Shareholder: **Jasper Timothy Reid**

Date:

Signed:

Name of Shareholder: **Megan Reid**

Date:

Signed:

Name of Shareholder: **Akshata Murty**

Date:

Signed:

Name of Shareholder: **Alistair Macdonald-Buchanan**

Date:

Signed: 

Name of Shareholder: **Fraser Simon**

Date: 

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Date:

Signed:

Name of Shareholder: **Fraser Simon**

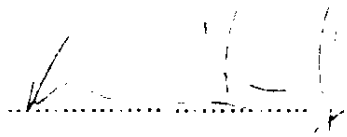
Date:

Signed:

Name of Shareholder: **Hugh Sloane**

Date: 26/02/2020

Signed:


.....

Name of Shareholder: **Karen Yerburgh**

Date:

30/1/2020
.....

Signed:

.....

Name of Shareholder: **Martin Shenfield**

Date:

.....

Signed:

.....

Name of Shareholder: **Darran Huw Evans**

Date:

.....

Signed:

.....

Name of Shareholder: **Richard Miles Horlick**

Date:

.....

Signed:

.....

For and on behalf of: **Odey Asset Management
LLP (As Investment Manager for OEI Mac Inc)**

Date:

.....

Signed:

Name of Shareholder: **Karen Yerburgh**

Date:

Signed:

Name of Shareholder: **Martin Shenfield**

Date: 29th January 2020

Signed: Martin Shenfield

Name of Shareholder: **Darran Huw Evans**

Date:

Signed:

Name of Shareholder: **Richard Miles Horlick**

Date:

Signed:

For and on behalf of: **Odey Asset Management
LLP (As Investment Manager for OEI Mac Inc)**

Date:

Signed:

Name of Shareholder: **Karen Yerburgh**

Date:

Signed:

Name of Shareholder: **Martin Shenfield**

Date:

Signed:

Name of Shareholder: **Darran Huw Evans**

Date:

Signed: 

Name of Shareholder: **Richard Miles Horlick**

Date: 26/02/2020

Signed:

For and on behalf of: **Odey Asset Management
LLP (As Investment Manager for OEI Mac Inc)**

Date:

Signed:

Name of Shareholder: **Karen Yerburgh**

Date:

Signed:

Name of Shareholder: **Martin Shenfield**

Date:

Signed:

Name of Shareholder: **Darran Huw Evans**

Date:


Signed:

Name of Shareholder: **Richard Miles Horlick**

Date:

Signed:

For and on behalf of: **Odey Asset Management
LLP (As Investment Manager for OEI Mac Inc)**


T. PEAREY
Managing Director

Date: 31st January 2020

Signed:

For and on behalf of: **Odey Asset Management
LLP (As Investment Manager for Odey
European Inc.)**


T. PEAREY
Managing Director

Date:

31 January 2020

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
 - (a) **By hand:** delivering the signed copy to Hannah Clements, Ellenborough House, Wellington St, Cheltenham GL50 1YD.
 - (b) **By email:** emailing the signed copy to Hannah Clements at hclements@hcrlaw.com with the email headed "IMM – Written Resolution".
 - (c) **By post:** returning the signed copy by post c/o Hannah Clements, Ellenborough House, Wellington St, Cheltenham GL50 1YD.

If you do not agree to the Resolution, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 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 of attorney or authority when returning this document.