

Filing resolution (re-designation of shares and amendment to the articles of association)

Company number: 08873131

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE SHAREHOLDERS
of
FACULTY SCIENCE LIMITED (the "Company")

On 23 November 2020, the Company's shareholders duly passed the resolutions below as special resolutions by way of written resolution under Chapters 1 & 2 of Part 13 of the Companies Act 2006.

SPECIAL RESOLUTIONS

1. **THAT** the shares in the capital of the Company held by the shareholders set out in Column (1) of the following table ("**Shareholder Sellers**") in the numbers set out in Column (2) of the following table, each be converted into and re-designated immediately prior to completion (as defined in the share purchase agreement pursuant to which the Shareholder Sellers agree to sell the re-designated shares as set out in Column (3) of the table below alongside their respective names) ("**Completion**") as series 3 shares of £0.0000001 in the capital of the Company as set out in Column (3) of the table below having the rights, and being subject to the restrictions, set out in the articles of association of the Company:

(1) Shareholder	(2) Shares	(3) Re-designated shares
Marc Warner	281,385 ordinary shares of £0.0000001 each	281,385 series 3 shares of £0.0000001 each
Angie Ma	23,810 ordinary shares of £0.0000001 each	23,810 series 3 shares of £0.0000001 each
Richard Ryan and Paula Ryan	254,038 A ordinary shares of £0.0000001 each	254,038 series 3 shares of £0.0000001 each
TOTAL	305,195 ordinary shares of £0.0000001 each 254,038 A ordinary shares of £0.0000001 each	559,233 series 3 shares of £0.0000001 each

2. **THAT** subject to and conditional upon the allotment and issue of the shares in the number and class set out in Column (2) of the table below to the respective optionholder set out in Column (1) of the following table, the shares set out in Column (2) of the following table each be converted into and re-designated immediately prior to Completion as series 3 shares of £0.0000001 in the capital of the Company as set out in Column (3) of the table below having the rights, and being subject to the restrictions, set out in the articles of association of the Company:

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(1) Optionholder	(2) Shares	(3) Re-designated shares
Victor Zabalza	4,000 ordinary shares of £0.0000001 each	4,000 series 3 shares of £0.0000001 each
TOTAL	4,000 ordinary shares of £0.0000001 each	4,000 series 3 shares of £0.0000001 each

3. **THAT** the articles of association of the Company (the "**Articles**") be amended with effect from Completion by:

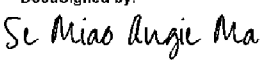
(a) including the following new definition in article 2 of the Articles:

"Amendment Date" means the date on which these Articles were amended;

(b) deleting the definition of "Series 3 Share Subscription Amount" in article 2 of the Articles and replacing it with the following definition:

"Series 3 Share Subscription Amount" means the aggregate subscription price(s) paid up in respect of the Series 3 Shares (including both nominal value and any share premium thereon) provided always that for this purpose the subscription price paid for a Series 3 Share which was acquired by a Series 3 Shareholder on the Amendment Date pursuant to a secondary sale approved by the Board shall be deemed to be the price per Series 3 Share paid at the time of acquisition;

Signed:

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7/12/2020

**For and on behalf of FACULTY SCIENCE
LIMITED**

Date