

Company number: 07470046

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMBER'S WRITTEN RESOLUTION
- of -
NLYTE SOFTWARE AMERICAS LIMITED
(the "Company")

THURSDAY



23 June 2017 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

That a new article 19 of the Articles of Association of the Company, as set out below, be approved and adopted:

"19. Transfer To Chargee Or Mortgagee

Notwithstanding any provisions contained in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise):

- (a) the directors shall not decline to register any transfer of shares which have been mortgaged or charged or are expressed to be mortgaged or charged pursuant to a shares charge (a "**Shares Charge**") made by any shareholder of the Company nor suspend registration thereof where such transfer is in favour of:
 - (i) a chargee or mortgagee of such shares; or
 - (ii) any nominee of a chargee or mortgagee of such shares; or
 - (iii) a purchaser of such shares from a chargee or mortgagee (or its nominee) of such shares; or
 - (iv) a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of such shares

and a certificate by the relevant chargee or mortgagee (or an officer thereof) that the relevant transfer is within paragraph (i), (ii), (iii) or (iv) above shall be conclusive evidence of that fact;


- (b) no lien shall attach to the shares of the Company subject to a Shares Charge, whether any moneys are presently payable or not, and the Company shall not exercise any rights to sell those shares; and

- (c) the directors shall not have any right of forfeiture over the shares of the Company subject to a Shares Charge."

AGREEMENT

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

The undersigned was, on the Circulation Date, entitled to vote on, and irrevocably agree to, the Resolution.



For and on behalf of
Nlyte Software Limited

24 JUNE 2017
Date

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:-
 - **By Hand:** delivering the signed copy to Kate Bowden at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW;
 - **Post:** returning the signed copy by post to Kate Bowden at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW;
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to k.bowden@taylorwessing.com. Please enter "Special resolution dated _____ 2017" in the e-mail subject box.
2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, within 28 days of circulation of the Resolution, sufficient agreement has been received for the Resolution to pass, they will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
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.