

We hereby certify this to be a true copy
of the original

1.4 Pre Comp

Lawrence Stephens
Lawrence Stephens Solicitors

Company No. 02219814

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ITEC CONNECT LTD (Company)

THURSDAY



A15 *A7570976* #371
03/05/2018
COMPANIES HOUSE

CIRCULATION DATE: *25 April* 2018

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

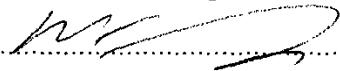
SPECIAL RESOLUTIONS

1. **THAT:**
 - 1.1 That the authorised share capital of the Company be increased from £188.60 divided into 1,832 issued A Ordinary Shares of £0.10 each and 54 issued B Ordinary Shares of £0.10 to £196.60 divided into:
 - (a) 1,912 A Ordinary Shares of £0.10 each; and
 - (b) 54 B Ordinary Shares of £0.10 each.by the creation of:
 - (c) 80 A Ordinary Shares of £0.10 each.
 - 1.2 That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all or any of the powers of the Company to allot relevant securities (as defined in the said Section 551) up to an aggregate nominal amount of £196.60 provided that this authority shall remain in operation for a period of 5 years from the date of passing of this resolution and thereafter for such extension of that period as the Company may resolve. All previous authorities granted to the Directors under the said Section 551 are hereby revoked and cancelled.

AGREEMENT

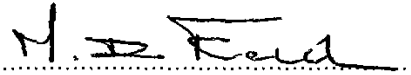
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

We, the undersigned, were at the time the Resolutions were circulated entitled to vote on, and irrevocably agree to, the Resolutions.



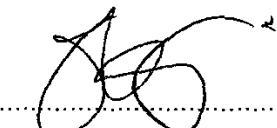
Signed by **NICHOLAS LUKE ORME**

Dated: 25/4 2018




Signed by **MICHAEL DAVID FRENCH**

Dated: 25/4 2018



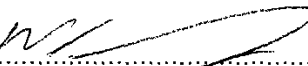
Signed by **GARY TOZER**

Dated: 25/4 2018



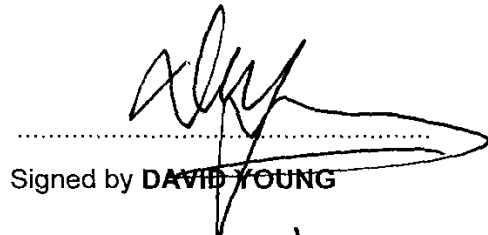
Signed by **JAMES ARSCOTT**

Dated: 25/4 2018



Signed by a director of **ITEC EMPLOYEE HOLDINGS LIMITED**

Dated: 25 April 2018



Signed by **DAVID YOUNG**

Dated: 25/4 2018

Signed by a director of **INVESTMENT ITEC CONNECT LIMITED**

Dated: 25/4 2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post for the attention of **Katherine Zangana, Lawrence Stephens Solicitors, 50 Farringdon Road, London, EC1M 3HE**.
2. If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
4. Unless sufficient agreement has been received within 28 days from the Circulation Date for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before 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.