

COMPANY NO: 03659980

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
COMPLEAT SOFTWARE LIMITED ("Company")

On the 4th day of July 2017, the following resolutions were duly passed as written resolutions in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company:

Ordinary Resolution:

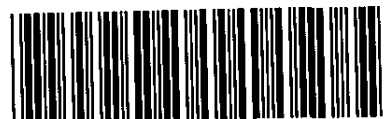
1 AUTHORITY TO ALLOT

That, pursuant to the provisions of section 551 of the Companies Act 2006 (the "Act"), the directors of the Company be and are hereby generally and unconditionally authorised (in substitute for all previous authorities conferred upon the directors of the Company pursuant to section 551 of the Act but without prejudice to the allotment of any relevant securities already made or offered or agreed to be made pursuant to such authorities) to exercise all or any of the powers of the Company to allot or grant rights to subscribe for relevant securities (within the meaning of section 560(1) of the Act) provided that this authority shall be limited to:

- (a) the allotment of up to 2,640 ordinary shares of £0.01 each with an aggregate nominal value of £26.40 to such persons at such times and generally on such terms and conditions as the directors of the Company may determine, to be allotted in connection with the grant of options over such ordinary shares in the capital of the Company (and, for the avoidance of doubt, the directors shall have authority to re-grant any options that have been previously granted and subsequently lapsed but provided the nominal value of £26.40 is not exceeded),

PROVIDED THAT THIS AUTHORITY, UNLESS IT IS (PRIOR TO ITS EXPIRY) DULY REVOKED OR VARIED OR IS RENEWED, SHALL EXPIRE 18 MONTHS AFTER THE PASSING OF THIS RESOLUTION, SAVE THAT THE DIRECTORS OF THE COMPANY MAY, BEFORE SUCH EXPIRY, MAKE AN OFFER OR AGREEMENT WHICH WOULD OR MIGHT REQUIRE RELEVANT SECURITIES TO BE ALLOTTED AFTER SUCH EXPIRY AND THE DIRECTORS OF THE COMPANY MAY ALLOT RELEVANT SECURITIES IN PURSUANCE TO SUCH OFFER OR AGREEMENT AS IF THE AUTHORITY CONFERRED HEREBY HAD NOT EXPIRED.

SATURDAY



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24/02/2018

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COMPANIES HOUSE

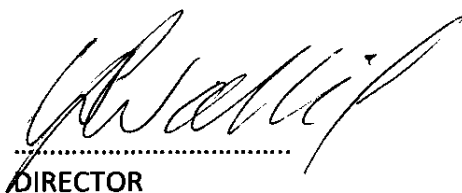
Special Resolution:

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

That, subject to and conditional upon the passing of resolution 1 above, the directors of the Company be and they are empowered to allot equity securities (as defined in section 560(1) of the Act) and/or by way of a sale of treasury shares (by virtue of section 573 of the Act) pursuant to the authority conferred upon them by resolution 1 above in each case as if article 3.2 of the Company's articles of association did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of up to 2,640 ordinary shares of £0.01 each with an aggregate nominal value of £26.40 to such persons at such times and generally on such terms and conditions as the directors of the Company may determine, to be allotted in connection with the grant of options over such ordinary shares in the capital of the Company (and, for the avoidance of doubt, the directors shall have authority to re-grant any options that have been previously granted and subsequently lapsed but provided the nominal value of £26.40 is not exceeded),

provided that this authority, unless it is (prior to its expiry) duly revoked or varied or is renewed, shall expire 18 months after the passing of this resolution, save that the directors of the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities in pursuance to such offer or agreement as if the authority conferred hereby had not expired.



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DIRECTOR