

Company no. 06751125

The Companies Act 2006

Private company limited by shares

Written resolution

of

Railsimulator.com Limited (the "Company")

20 April 2023 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**") , the directors of the Company propose that the following resolution be passed as a special resolution of the Company (the "**Resolution**"):

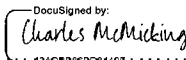
Special Resolution:

1. **That** the draft articles of association attached to this Resolution be and they are adopted by the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Important:

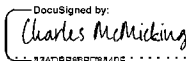
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being a persons entitled to vote on the Resolution on the Circulation Date (see *Note 4*), hereby irrevocably agree to the Resolution.

Signed: 

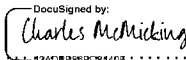
Signed by Charles McMicking as attorney for Adam Lucas, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

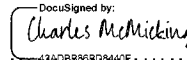
Signed by Charles McMicking as attorney for Belinda McMicking, under a power of attorney, dated 29 March 2023

Date: 20 April 2023

Signed: 

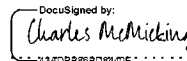
Signed by Charles McMicking as attorney for Bradley Smy, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

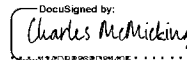
Signed by Charles McMicking as attorney for Adam Rose, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

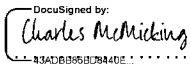
Signed by Charles McMicking as attorney for Ben Weatherall, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

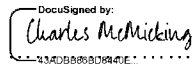
Signed by Charles McMicking as attorney for Charles Carnell, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

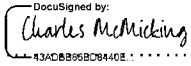
Signed by Charles McMicking as attorney for Charles MacLachlan, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

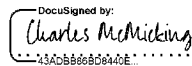
Charles McMicking

Date: 20 April 2023

Signed: 


Signed by Charles McMicking as attorney for Colin Ross, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

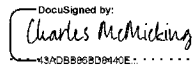
Signed by Charles McMicking as attorney for Craig Fowler, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

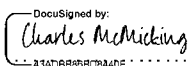
Signed by Charles McMicking as attorney for Daniel Barnett, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

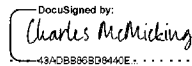
Signed by Charles McMicking as attorney for Daniel John Holman, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

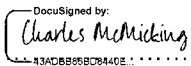
Signed by Charles McMicking as attorney for Daniel Leach, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

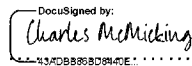
Signed by Charles McMicking as attorney for Danielle Linington, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

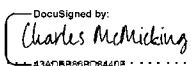
Signed by Charles McMicking as attorney for David Rouch, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

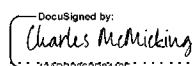
Signed by Charles McMicking as attorney for Derek Siddle and Antonia Siddle, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 


Signed by Charles McMicking as attorney for Derek Siddle, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

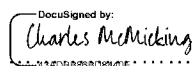
Signed by Charles McMicking as attorney for Diana McMicking, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

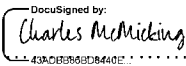
Signed by Charles McMicking as attorney for Douglas McConkey, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

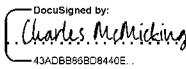
Signed by Charles McMicking as attorney for Duncan Crawford, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

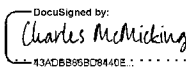
Signed by Charles McMicking as attorney for Sam Bennett, as personal representative for Elizabeth Wilding, under a power of attorney, dated 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Estelle Timothy, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

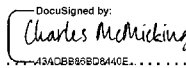
For and on behalf of F4G Software Limited

Date: 20 April 2023

Signed:

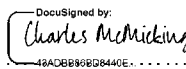
Gemma Johnson-Brown

Date:

Signed: 

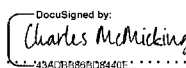
Signed by Charles McMicking as attorney for Gray Poyda, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

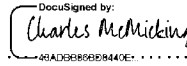
Signed by Charles McMicking as attorney for James Downie, under a power of attorney, dated 30 March 2023

Date: 20 April 2023

Signed: 

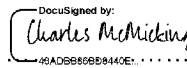
Signed by Charles McMicking as attorney for James Stephen Day, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

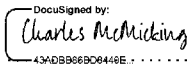
Signed by Charles McMicking as attorney for Emma Hearn, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Euan MacLachlan, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

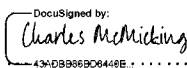
Signed by Charles McMicking as attorney for Francesc Lopez, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed:

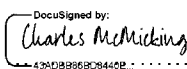
Signed by as attorney for Giovanni Amati, under a power of attorney, dated 2023

Date:

Signed: 

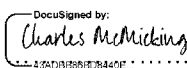
Signed by Charles McMicking as attorney for Jade Donovan, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for James Moody, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Isobel Jane Hall, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

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Signed by Charles McMicking as attorney for Sam Bennett, as personal representative for Elizabeth Wilding, under a power of attorney, dated 2023

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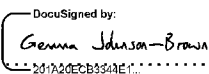
Signed by Charles McMicking as attorney for Estelle Timothy, under a power of attorney, dated 6 April 2023

Date:

Signed:

For and on behalf of F4G Software Limited

Date:

Signed: 

Gemma Johnson-Brown

Date: 20 April 2023

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Signed by Charles McMicking as attorney for Isobel Jane Hall, under a power of attorney, dated 6 April 2023

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Signed by Charles McMicking as attorney for Jeffrey Douglas, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Jock Maxwell MacDonald, under a power of attorney, dated 6 April 2023

Date:

Signed: 

Jonathan Rissik
20 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Jeremy Furniss, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Jonathan Mowberry, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Jordan Searle, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Joseph Philipsz, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Keith Marsh, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Mark Whaite, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Matthew Porter, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Kathryn Jourdan, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Lindsey Shorricks, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Matthew Peddlesden, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Nicholas Donaldson, under a power of attorney, dated 28 March 2023

Date:

Signed:

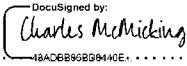
Nicholas Field

Date:

Signed:

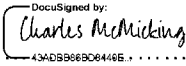
Paul Jackson

Date:

Signed: 


Signed by Charles McMicking as attorney for Paul Jourdan, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

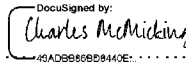
Signed by Charles McMicking as attorney for Peter Why, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

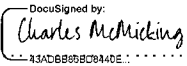
Signed by Charles McMicking as attorney for Ralph Wilkinson, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Richard Planck, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Robert Murray, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed:

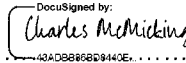
Robert O'Farrell and Marie O'Farrell

Date:

Signed:

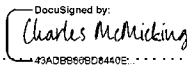
Robert O'Farrell

Date:

Signed: 

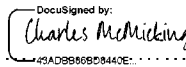
Signed by Charles McMicking as attorney for Robert Payne, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

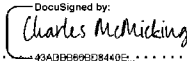
Signed by Charles McMicking as attorney for Ross Jackelman, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

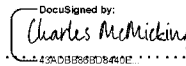
Signed by Charles McMicking as attorney for Simon Sauntson, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

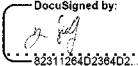
Signed by Charles McMicking as attorney for Stephen Dark, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

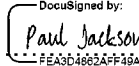
Signed by Charles McMicking as attorney for Tarnya Franks, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Nicholas Field

Date: 20 April 2023

Signed: 

Paul Jackson

Date: 20 April 2023

Signed:

Signed by Charles McMicking as attorney for Paul Jourdan, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Peter Why, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Ralph Wilkinson, under a power of attorney, dated 6 April 2023

Date:

Signed:

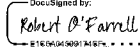
Signed by Charles McMicking as attorney for Richard Planck, under a power of attorney, dated 6 April 2023

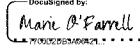
Date:

Signed:

Signed by Charles McMicking as attorney for Robert Murray, under a power of attorney, dated 6 April 2023

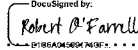
Date:

Signed: 

Signed: 

Robert O'Farrell and Marie O'Farrell

Date: 20 April 2023

Signed: 

Robert O'Farrell

Date: 20 April 2023

Signed:

Signed by Charles McMicking as attorney for Robert Payne, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Ross Jackelman, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Simon Sauntson, under a power of attorney, dated 6 April 2023

Date:

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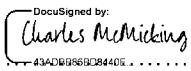
Signed by Charles McMicking as attorney for Stephen Dark, under a power of attorney, dated 6 April 2023

Date:

Signed:

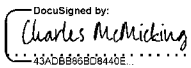
Signed by Charles McMicking as attorney for Tarnya Franks, under a power of attorney, dated 6 April 2023

Date:

Signed: 

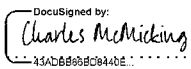
Signed by Charles McMicking as attorney for The Trustees of Coburg Capital Limited SSAS, under a power of attorney, dated 31 March 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Timothy Gatland, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

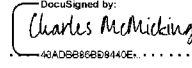
Signed by Charles McMicking as attorney for William Steven Bainbridge, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for Thomas Walters, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed: 

Signed by Charles McMicking as attorney for William James Marshall, under a power of attorney, dated 6 April 2023

Date: 20 April 2023

Signed:

For and on behalf of The Fourth Alcuin Fund Limited Partnership acting by Alcuin GP IV LLP as General Partner acting by , a member

Date:

Signed:

Signed by Charles McMicking as attorney for The Trustees of Coburg Capital Limited SSAS, under a power of attorney, dated 31 March 2023

Date:

Signed:

Signed by Charles McMicking as attorney for Timothy Gatland, under a power of attorney, dated 6 April 2023

Date:

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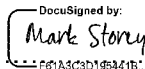
Signed by Charles McMicking as attorney for Thomas Walters, under a power of attorney, dated 6 April 2023

Date:

Signed:

Signed by Charles McMicking as attorney for William James Marshall, under a power of attorney, dated 6 April 2023

Date:

Signed: 

For and on behalf of The Fourth Alcuin Fund Limited Partnership acting by Alcuin GP IV LLP as General Partner acting by , a member

Date: 20 April 2023

Notes

1. If you agree to 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 email (by attaching a scanned copy of the signed document to an email and sending it to Nick Field (nick.field@dovetailgames.com). Please enter "Railsimulator.com Limited – Written resolution" in the email subject box; and/or
 - By completing the DocuSign envelope sent to you via email.
2. **The Resolution will lapse if sufficient votes in favour of it have not been received within 28 days of the Circulation Date.** Unless you do not wish to vote on the Resolution, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the Resolution.
3. Once you have signified your agreement to the Resolution such agreement cannot be revoked.
4. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Act to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
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.

Appendix

New Articles