

**Company No: 07640903**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**ZENIUM UK2 LIMITED**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution.

**ORDINARY RESOLUTION**

THAT, the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company provided that:

- (a) the maximum amount of such shares that may be allotted under this authority (within the meaning of such section) is £65,346.70; and
- (b) this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on 31 December 2020 save that the Company may, before such expiry, make an offer or agreement which will or may require such shares to be allotted after such expiry.

Dated: 15 December 2020

**AGREEMENT**

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

I, the undersigned, being a person entitled to vote on the above resolution, irrevocably agree to such resolution:

**Name of Shareholder**

Zenium Holdings Limited

**Signature**

DocuSigned by:

*Gerard Ryan*  
494F44452A9F436...

**Date of Signature**

15 December 2020

Copy:

Auditors

**NOTES**

1. Shareholders who wish to agree to such resolution should signify their agreement in one of the following ways:

- If sent via DocuSign, electronically sign and click "Finish" to return this document to the Company via the DocuSign platform; or
- Sign and return this document to elizabethblackwell@eversheds-sutherland.com, marked for the attention of Elizabeth;

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.

2. If sufficient agreement is not received within 28 days of the date of circulation then this resolution will lapse and shareholders will not be able to indicate agreement after that date. If you agree to the resolution, please ensure your agreement reaches us before that date.

3. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
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.