

Bev.

Company number 07912886

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")**

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "Ordinary Resolution"); and
- 2 resolution 2 is passed as a special resolution (the "Special Resolution").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions").

ORDINARY RESOLUTION

1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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THURSDAY



A18 *A7JR8DF5* #111
29/11/2018
COMPANIES HOUSE

SPECIAL RESOLUTION

2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: Beverley Cummin




Name: BEVERLEY CUMMIN
(PRINT NAME)

For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)

Date: 4/9/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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.

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4. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.
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ORDINARY RESOLUTION

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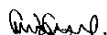
SPECIAL RESOLUTION

2	1.2 THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:



Craig Cesman (Sep 7, 2018, 6:14pm)

Name:

CRAIG CESMAN

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

14/09/2018

NOTES

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Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "**Resolutions**").

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Signed: _____

Name: _____

(PRINT NAME)

For and on behalf of: _____

For and on behalf of
Sippchoice Trustees Limited

(COMPLETE IF MEMBER IS A COMPANY)

Date: _____

07/07/18

NOTES

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David C

Company number 07912886

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Signed: _____

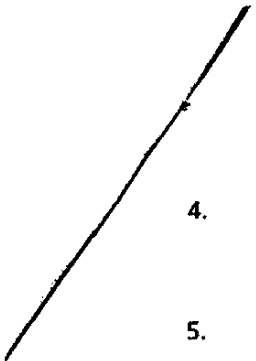


Name: DAVID CUMMIN
(PRINT NAME)

For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)

Date: 03/09/2018

NOTES

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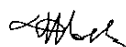
SPECIAL RESOLUTION

2	1.2 THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:



David Mark (Sep 11, 2018, 6:46pm)

Name:

David Mark

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

11/09/2018

NOTES

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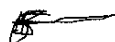
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2	1.2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:



HS Cohen (Sep 12, 2018, 11:45am)

Name:

HS Cohen

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

12/09/2018

NOTES

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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:

John Mullins (Sep 10, 2018, 8:14pm)

Name:

John Mullins

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

10/09/2018

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AGREEMENT

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Signed:



Keith Willey dated 09/09/2018

Name:

Keith Willey

(PRINT NAME)

For and on behalf of:




(COMPLETE IF MEMBER IS A COMPANY)

Date:

09/09/2018

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ORDINARY RESOLUTION

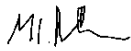
1	1.1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	1.2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: 
Marc Rubinstein (Sep 7, 2018, 3:18pm)
Name: **Marc Rubinstein**
(PRINT NAME)
For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)
Date: **07/09/2018**

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.

5. Unless, within the period of 28 days from and including the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
6. 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.
7. 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.

Marc T

Company number 07912886

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")**

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "Ordinary Resolution"); and
- 2 resolution 2 is passed as a special resolution (the "Special Resolution").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions").

ORDINARY RESOLUTION

1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: [Signature]

Name: R. Trup
(PRINT NAME)

For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)

Date: 2/9/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.
5. Unless, within the period of 28 days from and including the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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7. 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.

Company number 07912886

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")**

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "Ordinary Resolution"); and
- 2 resolution 2 is passed as a special resolution (the "Special Resolution").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions").

ORDINARY RESOLUTION

1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:



Name:

MARK JONES

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

7th September 2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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.

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4. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.
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Company number 07912886

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "Ordinary Resolution"); and
- 2 resolution 2 is passed as a special resolution (the "Special Resolution").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "Resolutions").

ORDINARY RESOLUTION

1	1.1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	1.2 THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: Paul Zimmerman
paul zimmerman (Sep 11, 2018)
Name: paul zimmerman
(PRINT NAME)
For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)
Date: 11/09/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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. The Resolutions are passed when the required majority of eligible members have signified their agreement to them.

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5. Unless, within the period of 28 days from and including the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
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Company number 07912886

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "Directors") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- 2 resolution 2 is passed as a special resolution (the "**Special Resolution**").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "**Resolutions**").

ORDINARY RESOLUTION

1	1.1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	1.2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: Rakhee Shah
Rakhee Shah (Sep 9, 2018, 4:52pm)
Name: Rakhee Shah
(PRINT NAME)
For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)
Date: 09/09/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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Company number 07912886

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "**Directors**") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- 2 resolution 2 is passed as a special resolution (the "**Special Resolution**").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "**Resolutions**").

ORDINARY RESOLUTION

1	1.1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	1.2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed:



Rochelle Trup (Sep 7, 2018, 2:25pm)

Name:

Rochelle Trup

(PRINT NAME)

For and on behalf of:

(COMPLETE IF MEMBER IS A COMPANY)

Date:

07/09/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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Company number 07912886

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")**

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "**Directors**") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- 2 resolution 2 is passed as a special resolution (the "**Special Resolution**").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "**Resolutions**").

ORDINARY RESOLUTION

1	THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: 

Name: STEPHEN D. BULLOCK
(PRINT NAME)

For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)

Date: 09/09/18

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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Company number 07912886

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
ARTHUR ONLINE LIMITED (the "Company")**

Circulation date: 28th August 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA 2006"), the directors of the Company (the "**Directors**") propose that:

- 1 resolution 1 is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- 2 resolution 2 is passed as a special resolution (the "**Special Resolution**").

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolution (together the "**Resolutions**").

ORDINARY RESOLUTION

1	1.1 THAT, in accordance with section 551 of the CA 2006, the Directors be and hereby are generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the capital of the Company and/or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £17.26 in respect of ordinary shares issued pursuant to the Company's employee share option plan provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date of the passing of this Resolution save that the Company may, before such expiry, make any offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors shall be entitled to allot shares in the Company and to grant rights in pursuance of any such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.
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SPECIAL RESOLUTION

2	1.2	THAT, pursuant to Resolution 1 above, all and any pre-emption rights howsoever conferred, whether by the articles of association of the Company, any shareholders' agreement relating to the Company or otherwise, shall not apply to and are hereby waived in respect of the allotment of shares in the capital of the Company and/or the grant of rights to subscribe for, or to convert any security into, shares in the Company, as set out in Resolution 1.
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AGREEMENT

The undersigned, being a person entitled to vote on the Resolutions on the Circulation Date hereby irrevocably agrees to the Resolutions.

Signed: Veenay Shah
Veenay Shah (Sep 9, 2018, 4:47pm)
Name: Veenay Shah
(PRINT NAME)
For and on behalf of: _____
(COMPLETE IF MEMBER IS A COMPANY)
Date: 09/09/2018

NOTES

1. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivering the signed copy to the Directors at the Company's business address at 99 Winnington Road, London, N9 0TT marked for the attention of Rochelle Trup or by email to rochelle.trup@arthuronline.co.uk.
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