

LAYERV LIMITED

(Company Registration Number 08783277)

(the "Company")

Written Resolution

Passed on 10 August 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolution below is passed as **Special Resolution** and on the above date (the "**Resolution**").

SPECIAL RESOLUTION

THAT further to:

- a) the re-designation of 1 ordinary share of £1.00 in the issued capital of the company as 1 A ordinary share of £1.00 on 20 November 2013 (the "**Re-designation**");
- b) the allotment of 1 B ordinary share of £1.00 in the issued capital of the company (the "**Allotment**"); and

notwithstanding that not all formalities were complied with, those formalities being:

- a) in relation to a) above notifying the Registrar of Companies of the Re-designation under section 636 of the Act; and
- b) in relation to b) above the granting of authority to the directors for the Allotment under section 551 of the Act and the waiving of pre-emption rights in relation to the Allotment under section 570 of the Act.

The members of the Company hereby unanimously resolve that the Re-Designation and the Allotment and all related acts of the directors of the Company therein be and are hereby approved and ratified.

AGREEMENT

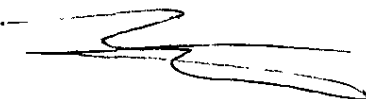
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the above Resolution on 10 August 2017 (the "**Circulation Date**"), hereby irrevocably agrees to the Resolution:

For and on behalf of

LayerV Holdings Limited

Date:


10 August 2017

FRIDAY



A07 18/08/2017 #308
COMPANIES HOUSE

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 hand: delivering the signed copy to James Crotty at Ashfords LLP, Tower Wharf, Cheese Lane, Bristol, BS2 0JJ.

Post: returning the signed copy by post to James Crotty at Ashfords LLP, Tower Wharf, Cheese Lane, Bristol, BS2 0JJ.

By email: (by attaching a scanned copy of the signed document to an email and sending it to j.crotty@ashfords.co.uk).

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. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date.
4. 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.