WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 2019

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 a Special Resolution (Resolution).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

AGREEMENT

The undersigned, all persons entitled to vote on the Resolution on (C JANUAL) in hereby irrevocably agree to the Resolution:

MEMBER **SIGNATURE** DATE Charles Dunstone SIR CHARLES DUNSTONE SIR-BEN AINSLIE SIR LLOYD DORFMAN TEAMORIGIN LLP

MARTIN WHITMARSH

PETER-DUBENS

IAN TAYLOR

IRVINE LAIDLAW

ANDROMEDA CAPITAL

LARETION COMPANY LTD

LONGSUTTON LIMITED

ORECHIETTE LIMITED

JON-WOOD

CHRIS BAKE



COMPANIES HOUSE

FIRST CORPORATE **3 OLD ESTATE YARD** NORTH STOKE LANE UPTON CHEYNEY BRISTOL BS30 6ND

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the LOday of DANUARY 19

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 a Special Resolution (**Resolution**).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

AGREEMENT

MEMBER

CHRIS BAKE

The undersigned, all persons entitled to vote on the Resolution on [O JANUARY \] hereby irrevocably agree to the Resolution:

DATE

| INCHIDEIX | SIGNATORE | DAIL |
|----------------------------------|---|------|
| S IR CHARLES DUNSTONE | | |
| SIR BEN AINSLIE | CB Airlie Ben Ainslie (Jan 10, 2019) | |
| SIR LLOYD DORFMAN | | |
| TEAMORIGIN LLP | | |
| MARTIN WHITMARSH | | |
| I AN TAYLOR | | |
| PETER DUBENS | | |
| JRVINE LAIDLAW | | |
| A NDROMEDA CAP ITAL | | • |
| LARETION COMPANY LTD | | |
| L ONGSUTTON LIMITED | | |
| O RECHIETTE LIMITE D | | |
| J ON WOOD- | | |
| | | |

SIGNATURE

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUALY 2019

AGREEMENT

LARETION CAPITAL

LONGSUTTON-LIMITED

ORECHIETTE 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 a Special Resolution (**Resolution**).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

The undersigned, all persons entitled to vote on the Resolution on 10 JANUARY 19, hereby irrevocably

| agree to the Resolution: | | |
|--------------------------------|-----------|---------|
| MEMBER | SIGNATURE | DATE |
| SIR CHARLES DUNSTONE | ≣ | |
| S IR BEN AINSLI E | A 1 | |
| SIR LLOYD DORFMAN | Judou | 10/1/19 |
| TEAMORIGIN LLP | | |
| MARTIN WHITMARSH | | |
| IAN TAYLOR | | |
| PETER DUBENS | | |
| IR VINE LAIDLA W | | _ |
| AN DROMEDA CAP ITAL | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 2019

agree to the Resolution:

ORECHIETTE LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2008, the directors of the Company propose that the following resolution is passed as a Special Resolution (Resolution).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

The undersigned, all persons entitled to vote on the Resolution on 10 JANUART 19, hereby irrevocably

| MEMBER | SIGNATURE | DATE |
|---------------------------------|-----------|---------|
| GIR CHARLES DUNSTONE | | |
| SIR BEN AINSLIE | | |
| SIR LLOYD DORFMAN | | |
| TEAMORIGIN LLP | MUS | 10/1/19 |
| MARTIN WHITMARSH | | |
| IAN TAYLOR | | |
| PETER DUBENS | | |
| IRVINE LAIDLAW | | |
| ANDROMEDA CAPITAL | | |
| LARETION COMPANY LTD | | |
| L ONGSUTTON LIMIT ED | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUALY2019.

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 a Special Resolution (**Resolution**).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

AGREEMENT

The undersigned, all persons entitled to vote on the Resolution on 10 ぶんり じみんど (9 hereby irrevocably agree to the Resolution:

| MEMBER | SIGNATURE | DATE | |
|--------------------------------|----------------------------|---------|---|
| SIR CHARLES DUNSTONE | | | |
| SIR BEN AINSLIE | | | |
| SIR LLOYD DORFMAN | | | |
| TEAMORIGIN LLP | | | |
| MARTIN WHITMARSH | M Whitmarsh (Jan 10, 2019) | 10/1/19 | |
| IAN TAYLOR | | | |
| PETER DUBENS | | | |
| IRVINE LAIDLAW | | | |
| ANDROMEDA CAPITAL | | _ | |
| LARETION COMPANY LTD | | 1 | |
| L ONGSUTTON LIMITED | | | _ |
| ORECHIETTE LIMITED | | | |
| DOOM NOL | | • | |
| CHRIS BAKE | | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of 'JAN UARY 2019

AGREEMENT

ORECHIETTE 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 a Special Resolution (Resolution).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

The undersigned, all persons entitled to vote on the Resolution on (O JANUARY IS hereby irrevocably

| agree to the resolution. | | |
|--------------------------|-----------|-----------|
| MEMBER | SIGNATURE | DATE |
| SIR CHARLES DUNSTONE | | |
| SIR BEN AINSLIE | | |
| SIR LLOYD DORFMAN | | |
| TEAMORIGIN LLP | | |
| MARTIN WHITMARSH | 0 - | |
| IAN TAYLOR | Jank Jak | 1 16/1/10 |
| PETER DUBENS | - | 10/1/19 |
| IRVINE LAIDLAW | | |
| ANDROMEDA CAPITAL | | |
| LARETION COMPANY LTD | | |
| LONGSUTTON LIMITED | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 19

AGREEMENT

LARETION COMPANY LTD

LONGSUTTON LIMITED

ORECHIETTE LIMITED

JON WOOD

CHRIS BAKE

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 a Special Resolution (Resolution).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

| AGREEMENT The undersigned, all persons e agree to the Resolution: | entitled to vote on the Reso | olution on to JANUARY | 19, hereby irrevocably |
|---|---|-----------------------|------------------------|
| MEMBER | SIGNATURE | DATE | |
| SIR CHARLES DUNSTONE | | | |
| S IR BEN AINS LÍE | | | |
| SIR LLOYD DORFMAN | | | |
| TEAMORIGIN LLP | | | |
| MARTIN WHITMARSH | | | |
| I AN-TAYLO R | | | |
| PETER DUBENS | Peter Dubens Peter Bubons (June 23, 2012) | 10/1/19. | |
| IRVINE LAIDL AW | | | |
| ANDROMEDA GAPITAL | | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 ay of JANUARY 2019

AGREEMENT

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 a Special Resolution (Resolution).

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*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

| The undersigned, all persons entitled agree to the Resolution: | d to vote on the Reso | olution on 10 January | 19 hereby irrevocab |
|--|-----------------------|-----------------------|---------------------|
| MEMBER | SIGNATURE | DATE | |
| SIR CHARLES DUNSTONE | | | |
| SIR BEN AINSLIE | | | |
| SIR LLOYD DORFM AN | | | |
| T EAMORIGIN E EP | | | |
| MARTIN WHITMARSH | | | |
| IAN TAYLOR | | | |
| PETER DUBENS | 0.0 | / ; | |
| IRVINE LAIDLAW | e dlw | 10/1/19 | |
| ANDROMEDA CAPITAL | | , | |
| LARETION COMPANY LTD. | | 1 | |
| LONGSUTTON LIMITED | | | |
| O RECHIETTE LIMITE D | | 1 | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 2019

AGREEMENT

CHRIS BAKE

agree to the Resolution:

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 a Special Resolution (**Resolution**).

Special Resolution: That the paid-up share capital of the Company be reduced from £37,854,910.28 to £210.28 by transferring to the P&L Reserve paid-up capital to the extent of £100 per share on each of the 378,547 Preference Shares of £100 each which have been issued and are fully paid-up but without reducing the nominal amount of any of such shares but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made.

*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

The undersigned, all persons entitled to vote on the Resolution on 10 JAN CART 19 hereby irrevocably

| MEMBER | SIGNATURE | DATE |
|-----------------------|-----------|----------|
| SIR CHARLES DUNSTONE | | |
| SIR BEN AINSLIE | | |
| SIR LLOYD DORFMAN | | |
| TEAMORIGIN LLP | | |
| MARTIN WHITMARSH | | |
| IAN TAYLOR | | |
| PETER DUBENS | 7 | |
| IRVINE LAIDLAW | Rum. | |
| ANDROMEDA CAPITAL | Color. | 10/01/15 |
| LARETION COMPANY-LTD | | |
| LONGSUTTON LIMITED | | |
| ORECHIETTE LIMITED | | |
| J ON WO OD | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 2019

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*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

AGREEMENT

ORECHIETTE LIMITED

The undersigned, all persons entitled to vote on the Resolution on 10 JANUALY 19, hereby irrevocably agree to the Resolution:

| MEMBER | SIGNATURE | DATE |
|----------------------|-----------|---------|
| SIR CHARLES DUNSTONE | | |
| SIR BEN AINSLIE | | |
| SIR LLOYD DORFMAN | | |
| TEAMORIGIN-LLP | | |
| MARTIN WHITMARSH | | |
| IAN TAYLOR | | |
| PETER DUBENS | | |
| IRVINE LAIDLAW | | |
| ANDROMEDA CAPITAL | | |
| LARETION COMPANY LTD | maye | 10/1/19 |
| LONGSUTTON LIMITED | V | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the Poday of JANUARY 2019

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*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

The undersigned, all persons entitled to vote on the Resolution on 10 JANUACY 19 hereby irrevocably

| agree to the Resolution: | | | |
|--------------------------|-----------|------|---------|
| MEMBER | SIGNATURE | DATE | L |
| SIR-CHARLES DUNSTONE | | | |
| SIR BEN AINSLIE | | | |
| SIR LLOYD DORFMAN | | | |
| TEAMORIGIN LLP | | | |
| MARTIN WHITMARSH | | | |
| IAN TAYLOR | | _ | |
| PETER DUBENS | | | |
| IRVINE LAIDLAW | | | |
| ANDROMEDA CAPITAL | | | |
| LARETION CAPITAL | | | |
| LONGSUTTON LIMITED | 1008-0 | | 10/1/19 |
| <u></u> | | | · |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the IDday of JANUARY 2019

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AGREEMENT

The undersigned, all persons entitled to vote on the Resolution on 10 JANUALT 19, hereby irrevocably agree to the Resolution:

| MEMBER | SIGNATURE | DATE |
|---------------------------------|----------------------------------|---------|
| SIR CHARLES DUNSTON | JE | |
| SI R BEN AINSLIE | | |
| SIR LLOYD DORFMAN | | |
| T EAMORIGIN LL P | | |
| MARTIN WHITMARSH | | |
| IA N TAYLOR | | |
| PETER DUBENS | | |
| IRVINE LAIDLAW | | |
| ANDROMEDA CAPITAL | | |
| LARETION CAPITAL | | |
| L ONGSUTTON LIM ITED | | |
| ORECHIETTE LIMITED | gling | 10/1/19 |
| | Raymond Ng, Authorized Signatory | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JANUARY 2019

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AGREEMENT

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| MEMBER | SIGNATURE | DATE |
|-----------------------------------|---|----------|
| S IR CHARLES DUNST ONE | | |
| SIR BEN AINS LIE | | |
| SIR LLOYD DORF MAN | | |
| T EAMORIGIN LEP | | |
| MARTIN WHITMARSH | | |
| IAN TAYLOR | | |
| PETER DUBENS | | |
| ·IRVINE LAIDL ĀW | | |
| ANDROMEDA CAPITAL | | |
| LARETION COMPANY TTD | | |
| LONGSUTTON LIMITED | | |
| GRECHIETTE LIMITED | | |
| JON WOOD | jon WOOd j on wood (Jan 17, 2019) | 10/1/19. |
| CHRIS BAKE | | |

WRITTEN SPECIAL RESOLUTION OF

BA TECHNOLOGIES HOLDINGS LIMITED (the "Company") Company No. 08820071

Dated on the 10 day of JAN UARY 2019

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*NOTE - ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)

AGREEMENT

The undersigned, all persons entitled to vote on the Resolution on (o JANUARY (9, hereby irrevocably agree to the Resolution:

SIGNATURE DATE MEMBER SIR-CHARLES DUNSTONE SIR BEN AINSLIE SIR LLOYD DORFMAN TEAMORIGIN LLP MARTIN WHITMARSH IAN TAYLOR PETER DUBENS IRVINE LAIDLAW ANDROMEDA CAPITAL LARETION COMPANY LTD LONGSUTTON LIMITED ORECHIETTE LIMITED JON WOOD gh.K. 10/1/19 **CHRIS BAKE**