

Company number 9155970

WEDNESDAY



\*A5FHCHSJ\*  
A12 14/09/2016 #323  
COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

of

**SUMO DIGITAL HOLDINGS LIMITED (the "Company")**

8 September 2016 (the "Circulation Date")

Under 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 (the "**Resolution**")

**SPECIAL RESOLUTION**

**THAT** the articles of association be amended by the deletion of articles 11 to 16 inclusive and the inclusion of article 11 as follows

**11 Transfer of shares**

11 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of

- (a) the transferor, and
- (b) (if any of the shares is not fully paid) the transferee

11 2 Subject to article 11 3, the directors may, in their absolute discretion, refuse to register any transfer of a share, whether it is fully paid or not

11 3 Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares where such transfer is executed by any person to whom such shares have been charged by way of security, or by any nominee of any such person, pursuant to a power of sale under such security (whether or not such transfer is to the person to whom such person has been charged by way of security or to any nominee of any such person), and a certificate by any such person or any employee of any such person that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

And the inclusions of the words "article not used" for Articles 12 to 16 inclusive

## 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 Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed for and on behalf of



Date

8 September 2016

## NOTES

1 If you agree with 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 delivery methods

- **By hand** delivering the signed copy to Tom Storey at Ashfords LLP, Tower Wharf, Cheese Lane, Bristol, BS2 0JJ
- **Post** returning the signed copy by post to Ashfords LLP, Tower Wharf, Cheese Lane, Bristol, BS2 0JJ marked for the attention of Tom Storey
- **Email** by attaching a scanned copy of the signed document to an email and sending it to [tstorey@ashfords.co.uk](mailto:tstorey@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 by 30 days from the Circulation Date, sufficient agreement is received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during 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.