

**COMPANY NUMBER: 09381071**

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF**

**YELLOWDOG LIMITED**

**("the Company")**

**CIRCULATION DATE: 17 January 2020**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**"), the directors of the Company propose that the following resolutions be passed in the case of Resolution 1, as an ordinary resolution and in the case of Resolution 2, as a special resolution (the "**Resolutions**").

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Act, the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot up to 204,036 A Ordinary Shares of £0.0001 each (with an aggregate nominal value of £20.4036) in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") in connection with the terms of a convertible loan note instrument dated on or around the date of these Resolutions (which provides for the conversion of loan notes not exceeding £500,000 in aggregate) provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is thirty-six months from the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in addition to all previous authorities conferred on the Directors.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of Resolution 1, any and all rights of pre-emption to which the current shareholders of the Company may be entitled, howsoever entitled (including but not limited to under the terms of the articles of association of the Company, the Act or otherwise) be and are hereby disapplied in respect of any allotment of shares made pursuant to Resolution 1 above.



## AGREEMENT

**Please read the Notes attached to this document before signifying your agreement to the Resolutions.**

We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:

.....  
Gareth Williams

.....  
Date



19/01/2020

.....  
Simon Ponsford

.....  
Date

.....  
Bruce Beckloff as a director  
for and on behalf of  
[Block Ventures Holdings Limited]

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Date

.....  
Seedrs Nominees Limited

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Date

.....  
Stephen James as a director  
for and on behalf of  
Hub Strategic Communications Limited

.....  
Date

.....  
Toby Hughes

.....  
Date

.....  
Andy Street

.....  
Date


.....  
Robert Scott-Cook

.....  
Date

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We the undersigned (each being a person who was entitled to vote on the Resolutions on the Circulation Date) hereby irrevocably agree to the Resolutions:



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Gareth Williams

20 January 2020

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Date

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Simon Ponsford

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Date

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Bruce Beckloff as a director  
for and on behalf of  
[Block Ventures Holdings Limited]

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Date

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Seedrs Nominees Limited

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Date

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Stephen James as a director  
for and on behalf of  
Hub Strategic Communications Limited

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Toby Hughes

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for and on behalf of  
[Block Ventures Holdings Limited]

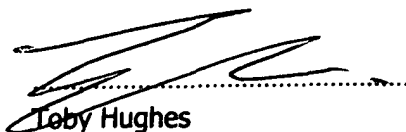
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Date

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Seedrs Nominees Limited

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Date

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Stephen James as a director  
for and on behalf of  
Hub Strategic Communications Limited

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Date

  
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Toby Hughes

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Date

24/1/2020

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Andy Street

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Date

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Robert Scott-Cook

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Date

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Gareth Williams

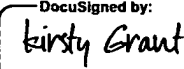
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Date

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Simon Ponsford

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Date

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Bruce Beckloff as a director  
for and on behalf of  
[Block Ventures Holdings Limited]

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Date

DocuSigned by:  


20 April 2020

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Seedrs Nominees Limited

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Date

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Stephen James as a director  
for and on behalf of  
Hub Strategic Communications Limited

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Date

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Toby Hughes

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Date

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Andy Street

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Date

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Robert Scott-Cook

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Date

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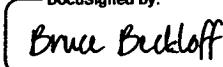
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Gareth Williams

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Date

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Simon Ponsford

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Date

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DocuSigned by:  
  
.....228C7ACC2A33485.....  
Bruce Beckloff as a director  
for and on behalf of  
Bloc Ventures Limited

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Date

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Stephen James

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Date

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Toby Hughes

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Andy Street

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Date

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Robert Scott-Cook

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Date

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Pamela Scott-Cook

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Date

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Lars McBride

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Date

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Pamela Scott-Cook

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Date

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[Edward Davis/Benjamin Sutherland]  
for and on behalf of  
Glued Films Limited

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Date

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Pamela Scott-Cook

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Date

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for and on behalf of  
Telesoftas UAB

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Date

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Lars McBride

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Date

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Stephen Compton

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Date

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Angus MacIver

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21<sup>st</sup> January 2020

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Date

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Karl Willis

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Date

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Christopher Berry

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Mark Mason

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Brian Lovering

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Allan Rosengren

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Paul Brown

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Denis Mullan

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Jerry Barnes

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Charles Cook

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Craig Fletcher

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Benjamin Cosh

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Nicholas Sturge

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StJohn Hughes

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Date

22/01/2020

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Bhupinder Sandhu

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Andrew Humphries

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Date



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Allan Rosengren

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Paul Brown

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Denis Mullan

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Jerry Barnes

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Charles Cook

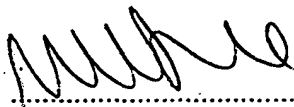
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Craig Fletcher

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Benjamin Cosh

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Nicholas Sturge

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22/1/2020

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StJohn Hughes

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Date

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Bhupinder Sandhu

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Date

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Andrew Humphries

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Date

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Robert Crews

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Date

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Timothy Hamilton-Davies

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Andrew Birnie

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Date

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Kieren Battles

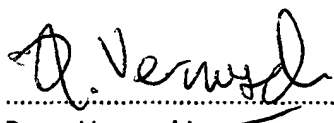
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Date

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Stephen Scutcher

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Nicholas Watts

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Remo Vernaschi

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18/01/2020  
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Joe Davidson

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Gavyn Davies

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Paul Roy

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Robert Crews

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Timothy Hamilton-Davies

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Andrew Birnie

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Kieren Battles

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Nicholas Watts

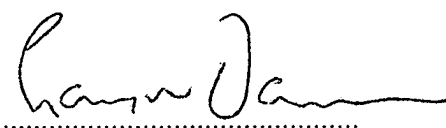
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Remo Vernaschi

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Joe Davidson

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24/01/20  
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Gavyn Davies

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24/01/20  
Date

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Paul Roy

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Date



Simon Bullock

22.1.20

Date

Signed by a director  
for and on behalf of  
FOMCAP Nominees Limited



Signed by a director  
for and on behalf of  
L Batley Holdings Limited

Print name

S.T. Bullock

Print name

Date

22.1.20

Date

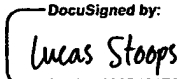
Signed by a director  
or authorised person  
for and on behalf of  
Riversong Limited

Print name

Date

.....  
Simon Bullock

.....  
Date

DocuSigned by:  
  
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Lucas Stoops

1/28/2020

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Signed by a director  
for and on behalf of  
FOMCAP Nominees Limited

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Print name

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Date

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Signed by a director  
for and on behalf of  
L Batley Holdings Limited

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Print name

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Date

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Signed by a director  
or authorised person  
for and on behalf of  
Riversong Limited

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Print name

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Date

## 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 before 5pm within 28 days of the Circulation Date (the "**Lapse Date**") using one of the following methods:

**By Hand:** delivering the signed copy to Stuart Budd at YellowDog Limited, Runway East Bristol, BS1 6AA;

**Post:** returning the signed copy by post to Stuart Budd at YellowDog Limited, Runway East Bristol, BS1 6AA;

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [stuart.budd@yellowdog.co](mailto:stuart.budd@yellowdog.co)

- 2 If you do not agree with 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 it.
- 5 If the Resolutions are not passed by the Lapse Date, they will lapse. If the Company receives your signed document after the Lapse Date, your agreement to the Resolutions will be ineffective.
- 6 This document may be executed in multiple copies. Each member may sign his or her own separate copy, or two or more members may sign the same copy, as convenient.
- 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.