

Written resolutions of the Members of  
**BESPOKE BUSINESS SOFTWARE LTD**  
10689291  
(the "Company")

**Date: 13<sup>th</sup> September 2019**

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "Directors") propose that the following **Resolutions** are passed as special resolutions:

1. **Subdivision.** That the Company shall sub-divide its current 1,000 shares with a nominal value of £1 each into 100,000 of £0.01 each.
2. **Authority to allot.** That the Directors be generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for, or convert securities into, or otherwise deal in, or dispose of, any shares in the Company in accordance with section 551 of the Companies Act 2006, to any person, at any time and subject to any terms and conditions as the Directors think proper, provided that such authority:
  - a. shall be limited to a maximum nominal amount of £260.11
  - b. shall only apply insofar as the Company has not reviewed, waived or revoked it; and
  - c. may only be exercised for a period of five years from the date this resolution is passed, save that during the period of the authority the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the Directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).
3. **Dis-application of pre-emption rights.** That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power:  
(i) shall be limited to a maximum nominal amount of £260.11; and (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).
4. **New Articles of Association.** That the Articles of Association of the Company be modified by the implementation of the new attached Articles of Association.

Please read the notes below before signifying your agreement to these resolutions.

SHAREHOLDER RESOLUTION

SATURDAY



\*A8IDQL0H\*

A11

16/11/2019

#341


COMPANIES HOUSE

SIGNED BY:

---

ALASTAIR BADMAN

SIGNED BY:



---

TOM MORGAN

SIGNED BY:

---

ALAN WARD

SHAREHOLDER RESOLUTION

**NOTES:**

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: [www.docusign.com](http://www.docusign.com).
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. Unless, within 28 days of the circulation date of this Resolution (above), 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 on this date.
5. 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.

**Written resolutions of the Members of  
BESPOKE BUSINESS SOFTWARE LTD  
10689291  
(the "Company")**

**Date: 13<sup>th</sup> September 2019**

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "**Directors**") propose that the following **Resolutions** are passed as special resolutions:

1. **Subdivision.** That the Company shall sub-divide its current 1,000 shares with a nominal value of £1 each into 100,000 of £0.01 each.
2. **Authority to allot.** That the Directors be generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for, or convert securities into, or otherwise deal in, or dispose of, any shares in the Company in accordance with section 551 of the Companies Act 2006, to any person, at any time and subject to any terms and conditions as the Directors think proper, provided that such authority:
  - a. shall be limited to a maximum nominal amount of £260.11
  - b. shall only apply insofar as the Company has not reviewed, waived or revoked it; and
  - c. *may only be exercised for a period of five years from the date this resolution is passed, save that during the period of the authority the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the Directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).*
3. **Dis-application of pre-emption rights.** That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power:
  - (i) shall be limited to a maximum nominal amount of £260.11; and
  - (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).
4. **New Articles of Association.** That the Articles of Association of the Company be modified by the implementation of the new attached Articles of Association.

Please read the notes below before signifying your agreement to these resolutions.

SIGNED BY:

A handwritten signature in black ink, appearing to read 'Alastair Badman', written in a cursive style.

---

ALASTAIR BADMAN

SIGNED BY:

---

TOM MORGAN

SIGNED BY:

---

ALAN WARD

**NOTES:**

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: [www.docusign.com](http://www.docusign.com).
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. Unless, within 28 days of the circulation date of this Resolution (above), 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 on this date.
5. 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.

**Written resolutions of the Members of  
BESPOKE BUSINESS SOFTWARE LTD  
10689291  
(the "Company")**

**Date: 13<sup>th</sup> September 2019**

In accordance with the Companies Act 2006 which is incorporated in the Company's articles of association, the directors of the Company (the "**Directors**") propose that the following **Resolutions** are passed as special resolutions:

1. **Subdivision.** That the Company shall sub-divide its current 1,000 shares with a nominal value of £1 each into 100,000 of £0.01 each.
2. **Authority to allot.** That the Directors be generally and unconditionally authorised to exercise any power of the Company to offer, allot or grant rights to subscribe for, or convert securities into, or otherwise deal in, or dispose of, any shares in the Company in accordance with section 551 of the Companies Act 2006, to any person, at any time and subject to any terms and conditions as the Directors think proper, provided that such authority:
  - a. shall be limited to a maximum nominal amount of £260.11
  - b. shall only apply insofar as the Company has not reviewed, waived or revoked it; and
  - c. may only be exercised for a period of five years from the date this resolution is passed, save that during the period of the authority the Directors may make an offer or agreement which would, or might, require shares to be allotted after the expiry of such authority (and the Directors may allot shares in pursuance of such offer or agreement as if such authority had not expired).
3. **Dis-application of pre-emption rights.** That, in accordance with section 570 of the Companies Act 2006, the Directors be generally empowered to allot equity securities (as defined by section 560 of the Companies Act 2006) pursuant to the authority conferred by the Articles of Association of the Company or the resolution above (as applicable), as if section 561 of the Companies Act 2006 did not apply to any such allotment provided that this power:
  - (i) shall be limited to a maximum nominal amount of £260.11; and
  - (ii) shall expire 6 months from the date this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date).
4. **New Articles of Association.** That the Articles of Association of the Company be modified by the implementation of the new attached Articles of Association.

Please read the notes below before signifying your agreement to these resolutions.

SIGNED BY:

---

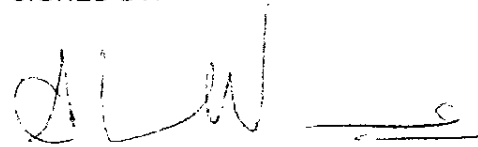
ALASTAIR BADMAN

SIGNED BY:

---

TOM MORGAN

SIGNED BY:

A handwritten signature in dark ink, appearing to be 'A. Ward', followed by a horizontal line.

08<sup>th</sup> November 2019

---

ALAN WARD



**NOTES:**

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by electronically signing and dating this document where indicated above and returning it to the Company via the Docusign electronic signing platform to be found at: [www.docusign.com](http://www.docusign.com).
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. Unless, within 28 days of the circulation date of this Resolution (above), 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 on this date.
5. 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.