

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

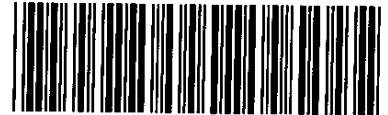
PROJECT SEATTLE TOPCO LIMITED

(the "Company")

31 August

2018 (the "Circulation Date")

SATURDAY



A12 \*A7F24EK2\* 22/09/2018 #295  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions be passed as written resolutions of the Company, having effect, in the case of resolutions 1 and 3 as special resolutions, and in the case of resolution 2 as an ordinary resolution (the "Resolutions"):-

SPECIAL RESOLUTIONS

1. **THAT** the draft articles of association attached to this resolution be adopted as the new articles of association of the Company (the "Articles") in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

2. **THAT**, the directors be generally and unconditionally authorised, in accordance with section 551 of the Act, to allot shares in the Company up to a maximum aggregate nominal amount of £1,500, provided that this authority will expire on the date being five years from the date on which this Resolutions is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted after this authority expires and the directors may allot pursuant to such offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

3. **THAT**, subject to the passing of Resolution 3, the directors be hereby given power in accordance with section 570 of the Act to allot the following equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by Resolutions 3 as if section 561(1) of the Act did not apply to the allotment:
  - 3.1.1 14,657 C4 Ordinary Shares of £0.10 up to a maximum aggregate nominal amount of £1,465.70; and
  - 3.1.2 300 C5 Ordinary Shares of £0.0001 up to a maximum aggregate nominal amount of £0.03.

provided that such power shall expire on the date being five years from the date on which this Resolutions is passed but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

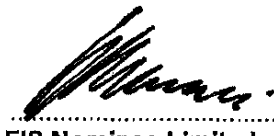
AGREEMENT

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


The undersigned being the sole persons entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions as indicated below:-

  
FIS Nominee Limited on behalf of Livingbridge  
6 LP


31/8/18  
Date

  
FIS Nominee Limited on behalf of Livingbridge  
6 Co-Invest LP


31/8/18  
Date

  
FIS Nominee Limited on behalf of Livingbridge  
6 FF Co-Invest LP


31/8/18  
Date

  
LDC Nominees Limited on behalf of LDC VI LP

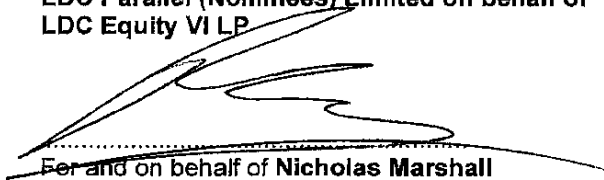
31/8/18  
Date

  
LDC Parallel (Nominees) Limited behalf of LDC  
Parallel VI LP


31/8/18  
Date

  
LDC Parallel (Nominees) Limited on behalf of  
LDC Equity VI LP

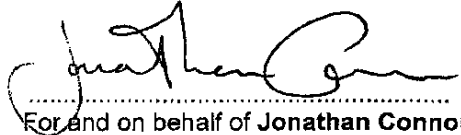
31/8/18  
Date

  
For and on behalf of Nicholas Marshall

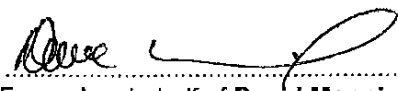
31/8/18  
Date

  
For and on behalf of Michael Wardell

31 MW.  
30/8/18  
Date

  
For and on behalf of Jonathan Connor

31/8/18  
Date

  
For and on behalf of David Manning

31/8/18  
Date



For and on behalf of **Graham Gilbert**

31/8/18

Date

## 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 methods:-

- **By Hand:** delivering the signed copy to the Directors at the Company's registered office;
- **Post:** returning the signed copy by post the Directors at the Company's registered office;
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [rob.cunningham@pinsentmasons.com](mailto:rob.cunningham@pinsentmasons.com). Please enter "Written resolution" in the e-mail subject box.

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, before 28 days after the circulation date, sufficient agreement has been 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 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.
- 5 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.