

**Company Number: 11105554**

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

**ZIP WORLD GROUP HOLDINGS LIMITED**  
(the "Company")

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Circulation Date: *14 March* 2018

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Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the resolutions below (the "**Resolutions**") be passed as an ordinary resolution of the Company (in the case of resolution 1) and as special resolutions of the Company (in the case of resolutions 2, 3 and 4):

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of resolutions 2 and 3 below, each of the 300 ordinary shares of £1.00 each in the capital of the Company which have been allotted and issued fully paid, are hereby redesignated as 100 ordinary shares of £0.01 each (comprising an aggregate issued share capital of 30,000 ordinary shares of £0.01 each) having the rights and restrictions contained in the Articles.

SPECIAL RESOLUTIONS

2. **THAT** the draft articles of association attached to this Written Resolution (the "**Articles**") be and are adopted as the articles of association of the Company in replacement to the existing articles of association.
3. **THAT**, subject to the passing of resolution 2 above, in accordance with section 551 of the 2006 Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £9.00 by the creation of 900 series 1 A ordinary shares of £0.01 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire one year 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 substitution for all previous authorities conferred on the directors in accordance with section 551 of the 2006 Act.

4. **THAT**, in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 3, as if section 561(1) of the Act and all pre-emption rights contained in the Articles did not apply to any such allotment.

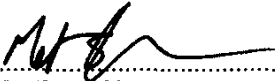
**Please read the Notes on the final page of this document before signifying your agreement to the Resolutions.**



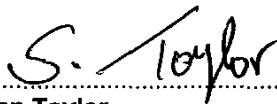
Pursuant to Chapter 2 of Part 13 of the 2006 Act, we, the undersigned, being each of the eligible members of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions as set out above.

  
.....  
**Nicholas Moriarty**

14/3/18  
.....  
**Date of Signature**

  
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**Matthew Shaylor**

14/3/18  
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**Date of Signature**

  
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**Sean Taylor**

14/3/18  
.....  
**Date of Signature**

.....  
**Mark Jasper**

.....  
**Date of Signature**

.....  
**Elizabeth Jasper**

.....  
**Date of Signature**

**Notes**

- 1     *This Written Resolution has been sent to each eligible member who was entitled to vote on the Resolution on the Circulation Date. Only such eligible members (or persons duly authorised on their behalf) should sign this Written Resolution.*
- 2     *An eligible member can signify its agreement to the Resolution contained within this Written Resolution by signing the Written Resolution and by either (i) delivering a copy of the signed Written Resolution to an officer of the Company by hand; or (ii) by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.*
- 3     *You may not revoke your agreement to the Resolution once you have signed and returned the Written Resolution to the Company.*
- 4     *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.*
- 5     *The Resolution is passed when the Company receives the agreement of the required majority of eligible members. The requisite majority for an ordinary resolution is eligible members representing more than 50% of the total voting rights of eligible members and the requisite majority for a special resolution is eligible members representing at least 75% of the total voting rights of eligible members.*
- 6     *The Resolution must be passed within a period of 28 days beginning with the Circulation Date of this Written Resolution (section 297 Companies Act 2006). If the Resolution is not passed by such date then this Written Resolution will lapse.*
- 7     *Any signed Written Resolution received by the Company after the date falling 28 days after the Circulation Date will not be counted in determining whether the Resolution is passed.*

Pursuant to Chapter 2 of Part 13 of the 2006 Act, we, the undersigned, being each of the eligible members of the Company entitled to vote on the Resolutions set out above on the Circulation Date stated above hereby irrevocably agree to the Resolutions as set out above.

.....  
Nicholas Moriarty

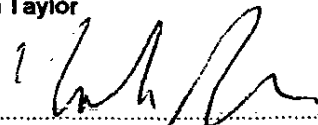
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