

Company Number SC312478

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Mindgenius Ltd. (the "Company")

Circulation Date: 27th February 2018

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions (the "Resolutions") are passed as special resolutions:

RESOLUTIONS

1. The Company shall enter into Enterprise Management Incentive option agreements with the following employees (the "Employees"):

Employee	Number of Shares to be Allotted under Option Agreement
Ashley Marron	1,400 ordinary shares of £0.01 each
Jamie Rorrison	1,400 ordinary shares of £0.01 each
Fiona Macintyre	1,200 ordinary shares of £0.01 each

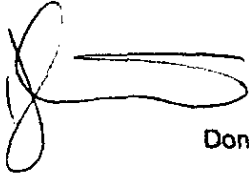
(the "Option Agreements").

2. That, in accordance with section 551 of the Companies Act 2006, the directors of the Company be and are hereby generally authorised to allot up to a maximum of 4,000 ordinary shares of £0.01 each in accordance with the provisions of the Option Agreements, such authorisation expiring on the date falling 5 years from when the Resolutions are passed.

AGREEMENT


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

The undersigned persons, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions and waive any rights of pre-emption that they may have in terms of the Articles of Association of the Company or otherwise:



Donald MacIver

27/2/2018
Date of signing



Ashley Marron

27/2/2018
Date of signing



Jamie Rorrison

27/2/2018
Date of signing