

Company Number SC338033

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**PRISMTECH GROUP LIMITED (Company)**

THURSDAY



\*R4MWA9VU\*

RCS 24/12/2015 #82

COMPANIES HOUSE

**PASSED ON 24 DECEMBER 2015**

The following resolutions 1 and 3 below were duly passed as ordinary resolutions and resolution 2 was duly passed as a special resolution (each a **Resolution** and together, the **Resolutions**) on ..... December 2015, by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of the Act, the directors are generally and unconditionally authorised to allot ordinary shares in the Company (**Rights**) up to an aggregate nominal amount of £2,000.00, provided that this authority shall, unless renewed, varied or revoked by the Company expire on 31 December 2019 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired.

**SPECIAL RESOLUTION**

2. **THAT**, subject to the passing of Resolution 1 above, the undersigned being shareholders entitled to certain pre-emption rights under the Act in relation to the Rights, hereby waive all pre-emption rights (however so arising) as they may have in respect of the allotment by the Company of equity securities and the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if section 561 of the Act did not apply, provided that this power shall:
  - a. be limited to the allotment of ordinary shares up to an aggregate nominal amount of £2,000.00; and
  - b. expire on 31 December 2019 (unless renewed, varied or revoked by the Company prior to or on that date), save that 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 securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.

#### ORDINARY RESOLUTION

3. **THAT**, subject to the passing of Resolutions 1 and 2 above and the exercise of such options over the share capital of the Company by each of the persons listed below:

- a. the 154,000 ordinary shares of £0.00025 each issued to Andrew Foster be and are hereby redesignated as B preference shares of £0.00025 each in the capital of the Company having the same rights and being subject to the same restrictions set out in the articles of association of the Company;
- b. the 54,000 ordinary shares of £0.00025 each issued to Duncan Graham be and are hereby redesignated as B preference shares of £0.00025 each in the capital of the Company having the same rights and being subject to the same restrictions set out in the articles of association of the Company;
- c. the 450,540 ordinary shares of £0.00025 each issued to Jean-Paul Marbeau be and are hereby redesignated as B preference shares of £0.00025 each in the capital of the Company having the same rights and being subject to the same restrictions set out in the articles of association of the Company;
- d. the 20,000 ordinary shares of £0.00025 each issued to Paul Morrison be and are hereby redesignated as B preference shares of £0.00025 each in the capital of the Company having the same rights and being subject to the same restrictions set out in the articles of association of the Company; and
- e. the 2,625,000 ordinary shares of £0.00025 each issued to Lawrence Ross be and are hereby redesignated as B preference shares of £0.00025 each in the capital of the Company having the same rights and being subject to the same restrictions set out in the articles of association of the Company.

Signed by  .....

a director for and on behalf of **PrismTech Group Limited**

EXECUTION VERSION

Dated 16 December 2015