

**WRITTEN RESOLUTION**  
**Company number 02642536**  
**PRIVATE COMPANY LIMITED BY SHARES**

THURSDAY



**WRITTEN RESOLUTION**  
**of**  
**OPEN COMPUTING LIMITED (the "Company")**

on *25 August* 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following is passed as a special resolution:

**SPECIAL RESOLUTION**

THAT the articles of association be amended by the insertion of the following new article:

"28 Dividends in Specie

28.1 Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company) or declare a dividend of any such non-cash asset.

28.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—

28.2.1 fixing the value of any assets;

28.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

28.2.3 vesting any assets in trustees.

28.3 Model Article 34 shall not apply to the Company."

**Agreement to the resolutions**

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

The undersigned, being all the persons entitled to vote on the above resolution on the date of circulation of it by the Company, irrevocably agree to the resolution.

A handwritten signature in black ink, consisting of a stylized 'D' followed by several loops and a final flourish.

For and on behalf of  
OpenPSL Holdings  
Limited

## NOTES

Please indicate your agreement to the resolution by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- a. **by hand** - by returning the signed copy by hand delivery to the company secretary at the Company's registered office; or
- b. **by post** - by posting the signed copy to the company secretary at the Company's registered office.

If you do not support the resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.

Once you have indicated your agreement to the resolution, you may not withdraw your agreement.

Unless sufficient agreement has been received for the resolutions to pass within 28 days beginning with the Circulation Date, it will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company on or before the expiry of 28 days beginning with the Circulation Date.

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.