

**APPROVAL OF POSSIBLE EXCESS PARACHUTE PAYMENTS:**

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- The undersigned hereby votes all of its shares IN FAVOR OF, consents to, and adopts, approves, ratifies and confirms the foregoing resolutions, which include the approval, ratification and confirmation of the Approval Amounts to the Individuals.
- The undersigned hereby does NOT vote any of its shares in favor of, consent to, or adopt, approve, ratify or confirm the foregoing resolutions, which include the approval, ratification and confirmation of the Approval Amounts to the Individuals.

**INDIVIDUAL VOTING STOCKHOLDER:**

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By signing below, the undersigned stockholder represents that he or she is not an “entity stockholder” within the meaning of Treasury Regulations Section 1.280G-1, Q&A-7(b)(3) (i.e., is an individual).

**Signature:** \_\_\_\_\_

**Name:** Andrew Sharp

**Date:**

By executing this Action by Written Consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. By signing below, the undersigned acknowledges and agrees that upon attaining the requisite approval for actions taken herein, this Action by Written Consent shall be irrevocable. This Action by Written Consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this Action by Written Consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This Action by Written Consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

**Stockholder:**

ANDREW SHARP

Date: \_\_\_\_\_

**[Signature Page to the Action by Written Consent of the  
Stockholders of Methodics Holdings, Inc.]**