

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

Of

INSTANT OFFICE LIMITED



22 December 2016

Circulated on 22 December 2016 (the "Circulation Date") pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the above-named company (the "**Company**") propose that the following resolution (the "**Resolution**") is passed as an ordinary resolution

ORDINARY RESOLUTION

IT WAS RESOLVED THAT.

- (i) the granting of security in favour of The Royal Bank of Scotland Plc under a security agreement between the Company and The Royal Bank of Scotland Plc as a condition precedent under a facility agreement to be entered into between, amongst others, Buspace Studios Limited, Quayside Lodge Limited and The Royal Bank of Scotland plc as Agent, Security Agent, Original Lender, Original Hedge Counterparty and Arranger (the "**Security Documents**"), and
- (ii) the entry into, execution and performance by the Company of the proposed transactions substantially on the terms set out in the Security Documents and related ancillary documents (together the "**Finance Documents**"),

are each approved and will promote the success of the Company for the benefits of its members as a whole

- (iii) that any conflict of interest, direct or indirect, in any way in the proposed transaction as set out in the Finance Documents and which the directors of the Company were required to disclose by the articles of association of the Company and by section 177 of the Companies Act 2006 which has been so disclosed by the relevant director in a board meeting held to approve the Company's entry into the Finance Documents is acknowledged and authorised. Any of the articles of association of the Company which would otherwise prevent a director from being counted in the decision making process for quorum and voting purposes is disapplied

We, the undersigned, being the sole shareholder entitled to vote on the Resolution on 22 December 2016, hereby irrevocably agree to the Resolution in accordance with section 288 of the Companies Act 2006

For and on behalf of CLS Holdings plc

A handwritten signature in black ink, appearing to read "Thomas", is written over a horizontal line.

Director

22 December 2016

INSTANT OFFICE LIMITED

Record of written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

The written resolution (the "**Resolution**"), a copy of which is attached, was passed as an ordinary resolution by or on behalf of the sole member of the Company who, at the date of the circulation of the resolution, was entitled to attend and vote at a General Meeting of the Company

The Resolution was signed by or on behalf of the sole member on 22 December 2016

A handwritten signature in black ink, appearing to read 'David Fuller', written in a cursive style.

David Fuller
Secretary