THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

COPY WRITTEN RESOLUTIONS

of

WEAR:AER INTERNATIONAL LIMITED
("Company")

PASSED ON 29 May 2014

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 29 May 2014 as ordinary and special resolutions as indicated below

SPECIAL RESOLUTION

1   **That,** the articles of association of the Company be amended by deleting the provision which, by virtue of paragraph 42(2) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, is treated as a provision of the articles of association of the Company setting the maximum amount of shares that may be allotted to the Company
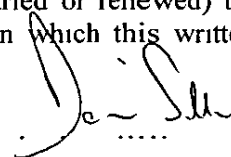
ORDINARY RESOLUTION

2   **That,** pursuant to section 551 of the Act, the director be and is generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company up to an aggregate nominal amount of £2,921,567, **provided that** (unless previously revoked, varied or renewed) this authority shall expire on the date which is five years from the date on which this written resolution is approved, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after this authority expires and the director may allot shares pursuant to any such offer or agreement as if this authority had not expired

This authority is in addition to all existing authorities

SPECIAL RESOLUTION

3   **That,** pursuant to section 569 of the Act, the director be and is generally empowered to allot equity securities up to an aggregate nominal amount of £2,921,567 (within the meaning of section 560 of the Act) for cash as if section 561 of the Act did not apply to any such allotment, **provided that** (unless previously revoked, varied or renewed) this power shall expire on the date which is five years from the date on which this written resolution is approved

Director