

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WRITTEN RESOLUTIONS**

**OF**

**CARDCAST LIMITED**

(the "**Company**")

Circulated on 18 September 2014 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolutions be passed as special resolutions (the "**Resolutions**"):

**SPECIAL RESOLUTIONS**

1. **"THAT**, pursuant to section 641(1)(a) of the Act, the capital of the Company be reduced from £4,184,809 to £0 40 by cancelling and extinguishing 62,461,665 ordinary shares of £0 04 each registered in the name of Retail Decisions Limited; cancelling the entire amount standing to the Company's share premium account in the amount of £1,634,739, and cancelling the entire amount standing to the Company's capital redemption reserve in the amount of £51,603 (the "**Capital Reduction**")"
2. **"THAT** the amount arising upon the Capital Reduction, being the sum of £4,184,808 60 be credited to the profit and loss account of the Company "

**AGREEMENT**

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

We, the undersigned, being the sole shareholder of the Company, hereby confirm that we have received a copy of the Resolutions in accordance with section 291 of the Act and hereby irrevocably agree that the Resolutions be passed as written resolutions pursuant to section 288 of the Act and shall take effect as special resolutions

THURSDAY



\*L3GNU9ND\*

LD1

18/09/2014

#44

COMPANIES HOUSE



for and on behalf of

**RETAIL DECISIONS LIMITED**

**Dated: 18 September 2014**

**NOTES**

- 1 You can agree to all of the Resolutions or none of them but you cannot agree to only one of them. If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
- 2 If you do not agree to any of the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless sufficient agreement has been received for the Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before the end of this period.