

Company No 03327108

THE COMPANIES ACTS 1985 and 2006

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COMPANY LIMITED BY SHARES

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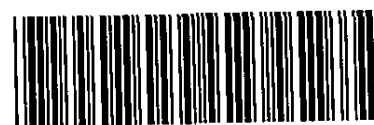
SPECIAL RESOLUTION

Of

VOIAMO GROUP PLC

SATURDAY

COMPANIES HOUSE



A17

\*A4H8NCLM\*

03/10/2015

#306

At the annual general meeting of the Company held at the offices of Memery Crystal LLP, 44, Southampton Buildings, London WC2A 1AP

on 21 September 2015 the following resolution was passed as a special resolution

**SPECIAL RESOLUTION**

THAT

- (a) in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant Rights up to an aggregate nominal amount of £6,500 (being equal to 1,300,000 Ordinary Shares) in connection with any issue of Ordinary Shares on the conversion of the 2013 Unsecured Loan at a conversion price of 25 pence per Ordinary Share, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 15 months from the date of this resolution, or, if earlier, the conclusion of the next annual general meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired,

this authority is in addition to all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act, and

- (b) in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by, and for the purpose set out in, resolution 3(a) above, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £6,500 and shall expire on the

date falling 15 months from the date of this resolution, or, if earlier, the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired,

this authority is in addition to all previous authorities conferred on the Directors in accordance with section 570 of the 2006 Act

**By Order of the Board**



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**Paul Jeronimo - Secretary**