
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

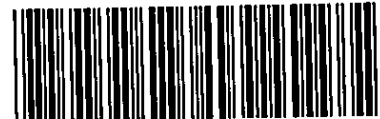
of

Simplicity Marketing Limited

(Company)

Passed on 12 September 2011
(Effective Date)

TUESDAY



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A47

13/09/2011

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COMPANIES HOUSE

On 12 September 2011, the following special resolutions were duly passed as a written resolution in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of the members of the Company

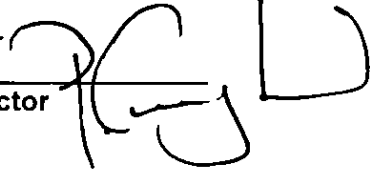
SPECIAL RESOLUTIONS

- 1 That the Company's Memorandum of Association be repealed by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006 (**Companies Act**) are deemed to be provisions of the Company's Articles of Association (**Articles**) ✓
- 2 That the existing Articles be repealed entirely and that the new Articles of Association (**New Articles**) which are annexed to this written resolution be adopted by the Company with effect immediately ✓
- 3 That the 100 ordinary shares of £1 00 each in the capital of the Company which are issued and fully paid up at the date of this resolution, be sub-divided in accordance with section 618 of the Companies Act and the New Articles into 10,000,000 ordinary shares of £0 00001 each ✓
- 4 That the 10,000,000 ordinary shares of £0 00001 each in the capital of the Company be redesignated as A Ordinary Shares of £0 00001 each having the rights and being subject to the conditions set out in the New Articles ✓
- 5 That the sole director be authorised to create a new class of shares, being B Ordinary Shares of £0 00001 each having the rights and being subject to the conditions set out in the New Articles ✓
- 6 That with effect from the date of this resolution, the sole director be unconditionally authorised, pursuant to section 551 of the Companies Act, to allot up to a maximum amount of 10,000,000 equity shares (being A Ordinary Shares and B Ordinary Shares) at any time during the period of five years from the date of this resolution ✓

and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority

- 7 That, pursuant to section 570 of the Companies Act, the sole director be authorised to allot and issue up to a maximum of 300,000 B Ordinary Shares from time to time free from any rights of pre-emption contained in section 561 of the Companies Act, the New Articles or otherwise ✓

Director

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a series of loops and a horizontal line extending to the right.

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF SIMPLICITY MARKETING Ltd

PRELIMINARY

Adopted by special resolution passed on 12 September 2011

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby that is to say, Clauses 8 and 64 of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company

SHARES

2 (A) The capital of the Company at the date of the adoption of these Articles consists of A Ordinary Shares of £0 00001 each and B Ordinary Shares of £0 00001 each

(B) Subject to Sub-Article (C) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, of otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit

(C) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act), and that this authority shall expire on the fifth anniversary of the date of adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting

(D) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority

(E) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company

(F) The B Ordinary Shares shall rank *pari passu* with the A Ordinary Shares in all respects except that.

- (a) a return of capital on a winding-up or otherwise the distribution of the assets of the Company shall be limited to the par value of each Ordinary B Share, and
- (b) on any transfer of the entire issued A Ordinary Shares in the Company to a third party, the value attributable to each B Ordinary Share shall be determined by the holders of A Ordinary Shares in accordance with Article (H) who shall serve a notice on each of the holders of B Ordinary Shares informing them of the value attributable to each B Ordinary Share. This determination shall be final and binding on the holders of B Ordinary Shares

(G) The basis of valuation of each B Ordinary Share by the holders of A Ordinary Shares shall be conducted on the following basis

- (a) only take account of the trade and assets of the Company's operations and trade in the United Kingdom,
- (b) disregard the value attributable to any Intellectual Property owned by the Company, and
- (c) disregard any value attributable to any income from the Company's subsidiary operations in Germany, United States of America and/or elsewhere

3 The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company, but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof

GENERAL MEETINGS

4 A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted, and Clause 38 of Table A shall be modified accordingly

5 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the

Directors and Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors

6 Clause 41 of Table A shall be read and construed as if the last sentence ended with the words “, and if at the adjourned Meeting quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved”

DIRECTORS

7. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A, and Clause 89 of Table A shall be modified accordingly

8 The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

9 A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimation a quorum when any such contract or arrangement is under consideration, and Clause 94 of Table A shall be modified accordingly

INDEMNITY

10 Subject to the provisions of the Act and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office

11. The Directors may refuse to register any transfer of shares where the Company has a lien on the Shares

12 The liability of the members shall be limited.