

VOLUTION HOLDINGS LIMITED (the Company)

(Registered in England – No 04569313)

WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER

SPECIAL RESOLUTION

CIRCULATION DATE: 24 July 2015

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolution is passed as a special resolution in accordance with section 283 Companies Act 2006

Special Resolution

THAT, notwithstanding any provision of the articles of association of the Company, the sum of £24,097,252 86, being an amount of the capital contribution reserve available for capitalisation, be and is hereby capitalised and that the directors be and are hereby authorised to apply such sum in paying up in full one ordinary share of £0 10 each in the capital of the Company (with nominal capital of £0 10 and share premium of £24,097,252 76) and to allot and issue such new ordinary share, credited as fully paid up, to the holders of ordinary shares of £0 10 each



Ian Dew

24 July 2015
Date

Duly authorised for and on behalf of
Volusion Group PLC

FRIDAY



LD2

L4CAT4PE
24/07/2015
COMPANIES HOUSE

#67

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolution on the circulation date of the written resolution
- 2 The procedure for signifying agreement by an eligible member to the written resolution is as follows
 - A member signifies his agreement to the proposed written resolution when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolution to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form or in electronic form in one of the following ways
 - By Hand:** Delivering the signed copy to 3 More London Riverside, London SE1 2AQ
 - E-mail:** By attaching a scanned copy of the signed document to an e-mail and sending it to the Company at james.baillieu@nortonrosefulbright.com
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolution is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole member of the Company

- 1 confirm that we have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as a special resolution



Duly authorised for and on behalf of
Volusion Group PLC

Date: 24 July 2015