

THE COMPANIES ACT 2006

Private company limited by shares

123-REG LIMITED (the *Company*)

(COMPANY NUMBER: 05306504)

WRITTEN MEMBER'S RESOLUTION

(Circulation Date: 30 MARCH 2015)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*), the Directors of the Company propose that the following resolution be passed as an ordinary resolution. WE, being the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, hereby **RESOLVE** that the resolution be passed as a written resolution having effect as an ordinary resolution of the Company in accordance with Chapter 2 of Part 13 of the Act, and **CONFIRM** and **AGREE** that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Ordinary resolution

THAT, in accordance with section 551 of the Act, the directors be unconditionally authorised to allot 140,105,822,000 ordinary shares of £0.001 each in the capital of the Company up to an aggregate nominal amount of £140,105,822,000, each having the respective rights and subject to the restrictions set out in the articles of association of the Company. Unless renewed, varied or revoked by the Company, the authority shall expire on 30 MARCH 2020 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act.

LON27511070

SATURDAY



A09

A44N7F4Z

04/04/2015

COMPANIES HOUSE

#189

Agreement

Please read the Notes at the end of this document before signifying your agreement to the resolution.

The undersigned being the sole member of the Company on the date of this written member's resolution irrevocably agrees to the resolution set out above

..... J L M
For and on behalf of **HOST EUROPE LIMITED**

Dated: 30 MARCH 2015

NOTES:

1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to James Shutler, 5th Floor, The Shipping Building Old Vinyl Factory, 252-254 Blyth Road, Hayes, Middlesex, UB3 1HA.

E-mail. by attaching a scanned copy of the signed document to an e-mail and sending it to James Shutler@hosteuropegroup.com Please enter "Written resolution dated 30 MARCH 2015" in the e-mail subject box

2 If you do not agree to the resolution, 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 resolution, you may not revoke your agreement

4. Unless, by the date that is 28 days from the circulation date, sufficient agreement has been received for the resolution to pass, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document