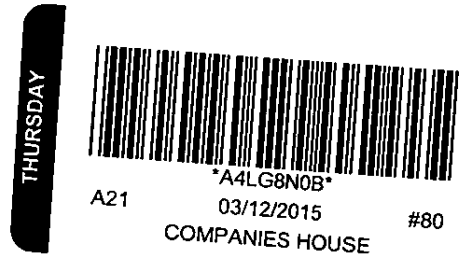


Company Number: 05433486

PRIVATE COMPANY LIMITED BY SHARES
COPY RESOLUTION OF
DIRECT GROUP INVESTMENT LIMITED (the "Company")
PASSED ON 27/11/2015



In accordance with the written resolution procedure in Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were duly passed on 27/11/2015 as special resolutions of the Company, as indicated below

SPECIAL RESOLUTIONS:

1 THAT

- (a) article 6 of the Company's articles of association be deleted in its entirety and replaced with the words "Not used"
- (b) the directors are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to a maximum total nominal amount of £17,811,013, comprising 17,811,013 A ordinary shares of £1 00 each,
- (c) the authority granted at resolution 1(b) shall expire five years from the date on which this resolution is passed but that the Company may make offers or agreements before this authority expires which would or might require shares to be allotted, or Rights to be granted, after the authority expires and the directors may allot shares and grant Rights pursuant to any of those offers or agreements as if this authority had not expired, and
- (d) the new A ordinary shares which are authorised pursuant to resolution 1(b) above shall rank par passu with the existing A ordinary shares of £0 0000025 each and shall have the rights attached thereto as set out in the Company's articles of association

2 THAT, subject to the passing of resolution 1

- (a) the directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 1(b) as if section 561 of the Companies Act 2006 did not apply to the allotment, and
- (b) the power granted at resolution 2(a) shall expire when the authority conferred by resolution 1(b) is revoked or would (if not renewed) expire but that the Company may make offers or agreements before this power expires that would or might require equity securities to be allotted after the power expires and the directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired

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Director