

Company number: 05875214

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

STARCITE LIMITED
(the "Company")

JANUARY 20, 2017 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that Resolution 1 is passed as an Ordinary Resolution (the "Ordinary Resolution")

ORDINARY RESOLUTION

- 1 THAT, the one ordinary share of £1 00 in the issued share capital of the Company be subdivided into 1000 ordinary shares of £0 001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary share of £1 00 in the capital of the Company as set out in the Company's articles of association for the time being

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, being a member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution

Signed



Name David W Bonnette

For and on behalf of **STARCITE, INC.**

Date **JANUARY 20,** 2017



NOTES

- (a) 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

- (i) **by hand** delivering the signed copy to the Company Secretary at the registered office address of the Company which is 5 New Street Square, London EC4A 3TW, UK, or
- (ii) **by post** returning the signed copy by post to the Company Secretary at the registered office address of the Company which is 5 New Street Square, London EC4A 3TW, UK, or
- (iii) **by email** by attaching a scanned copy of the signed document to an email and sending it to w.blakley@taylorwessing.com Please enter "Written Resolutions" in the email subject box

The Company cannot accept agreements to the Resolution which is sent by fax or another any other electronic means other than email

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

- (b) Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- (c) Unless, by the 28th day following the circulation date (the "lapse date"), sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- (d) 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 the names of the joint holders appear in the register of members
- (e) 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