

Company No 06095563

SIMPLIFY DIGITAL LIMITED

Written resolutions of the Company pursuant to s.281 and Part 13 Ch 2 Companies Act 2006

Circulation Date 31 March 2016

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as an ordinary resolution ("Ordinary Resolution")

ORDINARY RESOLUTION

That the directors be generally and unconditionally authorised pursuant to s 551 of the Act 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 ("Relevant Securities"), up to an aggregate nominal amount of £300, for a period expiring (unless previously revoked, varied or renewed) five years after the date on which this resolution is passed, but the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after this authority expires and the directors may allot Relevant Securities in pursuance of such offer or agreement as if this authority had not expired

Agreement to written resolutions

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

The undersigned, a person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the Ordinary Resolution

Signed by **Anthony Frank Elliott Ball**
acting by his attorney John Botts

Signature.....

Date 31 / 3 / 2016

Signed by **BCP2 General Partner Limited** acting by John Botts (director)

Signature

Date 31 / 3 / 2016

Signed by **Madeleine Bessborough**
acting by her attorney John Botts

Signature

Date 31 / 3 / 2016

WEDNESDAY



A16 06/04/2016 #336
COMPANIES HOUSE

Signed by **Myles Bessborough** acting
by his attorney John Botts

Signature



Date

31/3/2016

Signed by **Bessemer Trust Company
of Florida, Trustees** (acting in its
capacity as sole trustee of the **PJC
Revocable Trust**) acting by its attorney
John Botts

Signature



Date

31/3/2016

Signed by **Lawrence James Bleach**

Signature



Date

31/3/2016

Signed by **Paul Dupee** acting by his
attorney John Botts

Signature



Date

31/3/2016

Signed by **Lionel Giacomotto** acting by
his attorney John Botts

Signature



Date

31/3/2016

Signed by **Clive Hollick** acting by his
attorney John Botts

Signature



Date

31/3/2016

Signed by **Knox Investments Limited**
acting by its attorney John Botts

Signature



Date

31/3/2016

Signed by **Michael Langdon** acting by
his attorney John Botts

Signature



Date

31/3/2016

Signed by **Stephan Morgan** acting by
his attorney John Botts

Signature



Date

31/3/2016

Signed by **Charles Arthur Longfield
Ponsonby** acting by her attorney
John Botts

Signature



Date

31/3/2016

Signed by **Chloe Ponsonby** acting by
her attorney John Botts

Signature



Date

31/3/2016

Signed by **Matthew Ponsonby** acting
by his attorney John Botts

Signature

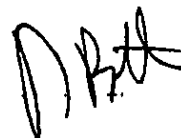


Date

31/3/2016

Signed by **Martin Smith** acting by his
attorney John Botts

Signature



Date

31/3/2016

Signed by **Dennis Stevenson** acting by
his attorney John Botts

Signature



Date

31/3/2016

Signed by **Roger Taylor** acting by his attorney John Botts

Signature



Date

31/3/2016

Signed by **Smith & Williamson Trust Corporation Limited** (acting in its capacity as joint trustee of the **Botts & Company Retirement Benefit Scheme**) acting by its attorney John Botts and John Botts (acting in his capacity as joint trustee of the **Botts & Company Retirement Benefit Scheme**)

Signature



Date

31/3/2016

Signed by **John Berman** (acting in his capacity as sole trustee of the **Laramie Trail Trust**) acting by its attorney John Botts

Signature ..

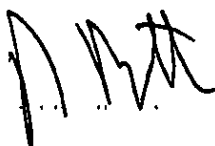


Date

31/3/2016

Signed by **David Verey** acting by his attorney John Botts

Signature

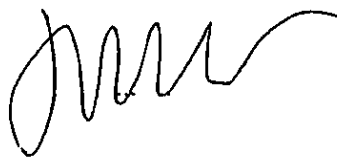


Date

31/3/2016

Signed by **Moulton Goodies Limited**
acting by **JON MOULTON**
(Director)

Signature

A handwritten signature in black ink, appearing to be 'JM' with a long horizontal flourish extending to the right.

Date

31/3/2016

NOTES

Procedures for signifying agreement

- 1 If you agree to the Ordinary Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below
- 1 1 **By hand** deliver the signed and dated copy to Lawrence Bleach, 5th Floor, Landmark House, Hammersmith Bridge Road, London, W6 9EJ
- 1 2 **By post** return the signed and dated copy by post to Lawrence Bleach, 5th Floor, Landmark House, Hammersmith Bridge Road, London, W6 9EJ
- 1 3 **By email** send an email to bleach@simpifydigital.co.uk attaching a signed and dated copy
- 2 If you do not agree to the Ordinary Resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.

Period for agreeing to written resolution

- 3 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the Ordinary Resolution to pass, it will lapse. If you agree to the Ordinary Resolution, please ensure that your agreement reaches us during that period. Your agreement will be ineffective if received after that date.

Other

- 4 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.