

**The Companies Act 2006**

**WRITTEN RESOLUTION**

**OF**

**ZAPPER MEDIA LIMITED**

**(the "Company")**

**Company No: 06288065**

The following resolutions ("**Resolutions**") were duly passed as ordinary and special resolutions (as indicated) on *8 March* 2017 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**").

**ORDINARY RESOLUTIONS**

- 1 **THAT**, the proposed new loan terms between the Company and certain of its shareholders (a template of the same having been circulated with these Resolutions) (the "**Loan Terms**") be approved and any director be authorised to tailor the same for the respective recipients and to sign and dispatch the same on behalf of the Company as required/applicable
- 2 **THAT**, the terms of the share warrant instrument circulated with these Resolutions be approved and any director be authorised to execute the same on behalf of the Company and to issue warrant certificates to those shareholders who agree to the revised Loan Terms
- 3 **THAT**, in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the company or to grant rights to subscribe for or to convert any security into shares in the Company for a period expiring on the fifth anniversary of the date of this resolution unless previously renewed, varied or revoked by the Company, provided that the **maximum aggregate nominal value** of shares which may be allotted or rights granted to subscribe for or to convert any security into shares in the Company shall not exceed £153

**SPECIAL RESOLUTION**

- 4 **THAT**, subject to the passing of resolution 3 and in accordance with section 570 of the Companies Act 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, and free of any pre-emption rights in the articles of association of the Company or in any shareholders' agreement or other agreement between any or all of the shareholders of the Company or otherwise (and by signing this resolution the undersigned hereby waive any such rights).

SATURDAY



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18/03/2017

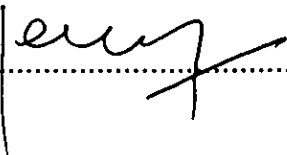
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**ORDINARY RESOLUTION**

- 5      **THAT**, for the avoidance of doubt, the current issued share capital of the Company is ratified as being as set out in the schedule to these Resolutions

Signed:

.....  
Director |  Date. 8 March.....2017

## **Schedule of current shareholdings of the Company (for the purposes of resolution 5)**

### **Zapper Media Limited - Shareholdings**

Ben Hardyment	415,789	20.49%
Mat White	420,427	20.72%
Donna Fenn	266,300	13.12%
Jeremy Fenn	100,481	4.95%
John Swingewood	366,781	18.07%
Angus Davidson	27,778	1.37%
Clive Vacher	83,333	4.11%
Mark Smith	55,556	2.74%
Rick Hartley	27,778	1.37%
Imran Ahmed	11,111	0.55%
Dan Thompson	11,111	0.55%
Ian West	111,111	5.48%
Ian Griffin	44,926	2.21%
Philip Ley	44,926	2.21%
Chris Booth	22,222	1.10%
Matthew Seamen	19,600	0.97%
	<u>2,029,229</u>	<u>100.00%</u>