

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**SCREENREACH INTERACTIVE LIMITED (the "Company")**

**Company No. 07007633**

Passed on 16 December 2011

The following resolutions duly passed as ordinary resolutions and special resolutions on  
16 December 2011 by way of written resolutions under Chapter 2 of Part 13 of the  
Companies Act 2006

**ORDINARY RESOLUTIONS**

**1 AUTHORITY TO ALLOT**

1 1 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 -

1 1 1 the maximum nominal value of shares which may be allotted or rights granted pursuant to the authority conferred by this resolution is £184 being 18,402 ordinary shares of £0.0001 each, and

1 1 2 by the authority conferred above in this resolution, or by any renewal of the authority, the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, after the authorisation has expired if the shares are allotted, or the rights granted, in pursuance of an offer or agreement made by the Company before the authorisation expired

**2 LOAN AGREEMENT**

2 1 THAT the directors of the Company be and they are hereby authorised to enter into a loan agreement between (1) the Company, (2) Paul Rawlings and other, (3) the Investors (as defined therein) and (4) NorthStar Equity Investors Ltd t/a NortStar Ventures, a draft of which had been circulated to the members together with these Resolutions subject to such amendments as the directors think fit

**SPECIAL RESOLUTION**

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**3 STATUTORY PRE-EMPTION PROVISIONS DISAPPLICATION**

THAT, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall

- 3 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £1 84 , and
- 3 2 Expire at the end of the period expiring on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

Signed ..  ..

Director