

Company No 07446749

ORDINARY AND SPECIAL RESOLUTIONS

of

BLIPPAR COM LIMITED (the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Passed on 2 March 2015

Resolutions 1 and 2 below were duly passed as ordinary resolutions and Resolutions 3 and 4 below were duly passed as special resolutions of the Company on 2 March 2015 by way of written resolution under Chapter 2 of Part 13 of the Companies Act

The following terms have the following meanings when used in the Resolutions

Completion	the subscription by Candy Projects S�rl for 96,795 C Preferred Ordinary Shares in the share capital of the Company, in accordance with the terms and conditions of an investment agreement dated on or around the date hereof
C Preferred Ordinary Shares	5,743 C preferred ordinary shares of �0 001 each in the capital of the Company, each having the rights and being subject to the restrictions set out in the Company's articles of association
Ordinary Sale Shares	5,743 ordinary shares of �0 001 each in the capital of the Company to be sold by Jessica Simpson, Steve Spencer and Andrew Graham to Candy Projects S�rl on or around the date of these Resolutions
Unclassified Share	a single ordinary share of �5 743 in the capital of the Company

Resolutions:

- 1 THAT, subject only to Completion, the Directors being generally and unconditionally authorised pursuant to section 551 of the Act to allot a maximum of 250,601 C Preferred Ordinary Shares (having a maximum aggregate nominal value of  250 601) and having the rights and restrictions set out in the New Articles, provided that this authority shall, unless renewed, varied or revoked by the Company expire on the fifth anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 2 THAT, subject only to Completion, pursuant to section 618 of the Act, the Ordinary Sale Shares be consolidated into the Unclassified Share and immediately thereafter the Unclassified Share be sub divided into the C Preferred Ordinary Shares
- 3 THAT, subject only to Completion, the Directors be generally empowered pursuant to and for the purposes of section 570 of the Act and any pre-emption provisions contained in the Company's articles of association to allot the equity securities (within the meaning of section 560 of the Act) pursuant to the authority referred at Resolution 1 above as if section 561 of the Act and any such contractual pre-emption rights do not apply to any such allotment

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- 4 THAT, subject only to Completion, the New Articles be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association

Signed 
Director