

Company number: 07596677

SATURDAY



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

**LEVEL UP LIMITED
(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the following resolutions (the "**Resolutions**") are proposed by the director as a special resolution. The circulation date of the Resolutions is 27 April 2011 (the "**Circulation Date**")

SPECIAL RESOLUTION

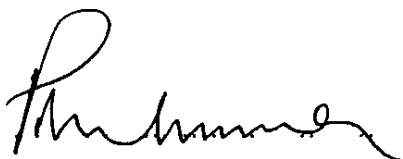
- 1 THAT, for the purposes of the allotment of shares in the Company to the applicants listed at paragraph 4.3, article 8 of the Company's articles of association be excluded, and
- 2 in accordance with section 569 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as if the pre-emption rights contained in article 8 of the Company's articles of association did not apply to such allotment provided that the authority granted by this resolution shall cease to have effect where this power is revoked

Please read the notes set out below before signing or taking any action on this resolution.

AGREEMENT OF MEMBER

I, being the sole shareholder and the only person entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution

SIGNED by
PETER MCINERNEY

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Dated 27/04/2011

NOTES

1 If you agree with the Resolution, please sign this document where indicated and return the signed document (together with a copy of any authority under which you have signed it) by one of the following methods

- by delivery in person or by hand to Ben Harvey, Sheridans, Whittington House, Alfred Place, London WC1E 7EA,
- by attaching a scanned copy of the signed documents in pdf (portable format) to bharvey@sheridans.co.uk, or
- by post to Sheridans, Whittington House, Alfred Place, London WC1E 7EA

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

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 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

4 Unless by the end of the period of 28 days beginning with the Circulation Date sufficient agreement has been received by the Company for the Resolution to pass, it will lapse

Company number: 07596677

Level Up Limited

(the "Company")

MINUTES of a meeting of the board of directors of the Company held at Whittington House, Alfred Place, London, WC1E 7EA

On 27 April 2011 at 11 00 am

PRESENT: Peter McInerney

1 CHAIRPERSON

Peter McInerney was appointed chairman of the meeting

2. NOTICE AND QUORUM

It was noted that due notice of the meeting had been given to each director and the meeting was quorate

3 DIRECTORS INTERESTS

Each Director present confirmed that it had no direct or indirect interest in any way in the proposed financing arrangements to be considered at the meeting which it was required by section 177 of the Companies Act 2006 (the "Act") and the Company's articles of association to disclose

4 BUSINESS OF MEETING

The chairperson reported that the business of the meeting was to

- 4 1 allot new shares in the Company to the applicants listed at 4 3 below and to disapply the pre-emption rights in the Company's articles of association in relation to the proposed allotment of shares,
- 4 2 approve the appointments of Dara O Briain, Charles Edward Remy Morland Hall, David Docherty and Anthony William Lilley as Directors of the Company
- 4 3 It was noted that applications for shares in the Company had been received as follows

Name of applicant	Number and class of shares applied for	Subscription price (£)
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30/04/2011
COMPANIES HOUSE

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Dara O Brian	One (1) ordinary share of £1	£1
Charles Edward Remy Morland Hall	One (1) ordinary share of £1	£1
David Docherty	One (1) ordinary share of £1	£1
Anthony William Lilley	One (1) ordinary shares of £1	£1

- 4 4 There was produced to the meeting a form of written resolution of the members of the Company (the "**Written Resolution**") as follows

Special resolution

4 4 1 THAT, for the purposes of the allotment of shares in the Company to the applicants listed at paragraph 4 3, article 8 of the Company's articles of association be excluded, and

4 4 2 in accordance with section 569 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) as if the pre-emption rights contained in article 8 of the Company's articles of association did not apply to such allotment provided that the authority granted by this resolution shall cease to have effect where this power is revoked

- 4 5 IT WAS RESOLVED to

4 6 2 approve the Written Resolution in the form produced to the meeting, and

4 6 3 send it to every eligible member of the Company and to the Company's auditors

5. ADJOURNMENT

- 5 1 The meeting was adjourned so that the Written Resolution could be submitted to the members of the Company The meeting reconvened at 11 10am and the chairperson reported that the Written Resolution had been passed

- 5 2 When the meeting resumed it was noted that the Written Resolution had been passed

6. ALLOTMENT OF SHARES

IT WAS RESOLVED to

- 6 1 allot to the applicants, in accordance with the terms of their applications, the shares applied for by them respectively,

6 2 enter the name of the allottee in the register of members as the holder of the relevant shares, and

6 3 authorise the execution and issue of a share certificate in respect of the shares so allotted

7. APPOINTMENT OF DIRECTORS

7 1 It was noted that Dara O Brian, Charles Edward Remy Morland Hall, David Docherty and Anthony William Lilley had been appointed as Directors of the Company on 27 April 2011

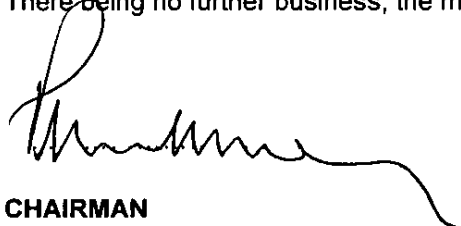
7 2 IT WAS RESOLVED that the appointments of Dara O Brian, Charles Edward Remy Morland Hall, David Docherty and Anthony William Lilley as Directors of the Company be and are hereby approved with effect from 27 April 2011

8. RETURNS

IT WAS RESOLVED that any Director be authorised and instructed to complete and sign (or to arrange for the completion and signature of) all appropriate forms and other documents in respect of the matters referred to above and to arrange for delivery of such forms and documents to the Register of Companies and to such other persons as may be required, including, without limitation, the Form SH01 in respect of the allotment of four (4) ordinary shares to the applicants which should be filed at Companies House within one month from the date of allotment and Forms AP01 in respect of the appointment of new Directors within 14 days from the date of appointment

9 CLOSE

There being no further business, the meeting then closed

A handwritten signature in black ink, appearing to be 'D. O. Brian', written over the word 'CHAIRMAN'.

CHAIRMAN