

KEFI LIMITED

Company Number 7632744

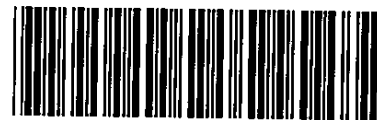
(the "Company")

Written Resolutions

Circulation Date 4 th October 2013

(the "Circulation Date")

WEDNESDAY



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23/10/2013

#227

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company (the "Directors") propose that the resolutions set out below be passed as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 THAT rule 2 5 of the Kefi Limited Enterprise Management Incentive Scheme, adopted by the Company on 26 January 2013, be amended so that the reference therein to "5%" shall be changed to "15%" so that after such amendment that rule reads

"The maximum number of Shares which may be placed under option for subscription under the Scheme, when added to the number of Shares issued or capable of being issued by way of subscription on the exercise of employee share options granted by the Company during the previous ten years (but excluding options which have lapsed or been surrendered) shall not exceed 15% of the Shares in issue from time to time, subject to any adjustment made by the Board with the prior approval by ordinary resolution of the Company in general meeting "

- 2 THAT the existing articles of association of the Company be amended so that
 - 1 article 3 1(1)(ii) is amended to read "£15 in respect of Shares to be allotted for incentivisation purposes, and" instead of "£10 in respect of Shares to be allotted for incentivisation purposes, and", and
 - 2 article 3 1(1)(iii) is amended to read "£85 in respect of Shares to be allotted for all other purposes," instead of "£90 in respect of Shares to be allotted for all other purposes,"

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution;

Signed by David Page

Date

Signed by Nabil Mankarious

Date

Signed by Moris Mankarious

Date

Signed by Karen Smith

Date

Signed by Nicholas Donaldson

Date

Signed by Nigel Saldanha

Date

Signed by Sami Wasif

Date

Signed by Paulo Solari

Date

Signed by Paul Lelew

Date

Signed by Jatinder Sanghera

Date

Signed by Gueseppe Mascoli

Date

Executed for and behalf of
West Country Holdings Limited

Date

Signed by Penny Freer

Date

Signed by Gareth Edwards

Date

Signed by Charles McMicking

Date

Signed by Mark Brumby

Date

NOTES

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on the Circulation Date hereby irrevocably agrees to the Resolution

Signed by David Page

Date


Signed by Nabil Mankanous

5 / 10 / 13

Date

Signed by Mons Mankanous

Date

Signed by Karen Smith

Date

Signed by Nicholas Donaldson

Date

Signed by Nigel Saldanha

Date

Signed by Sami Wasif

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Signed by Paulo Solari

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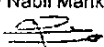
Signed by Mark Brumby

Date

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Signed by Nabil Mankarious	Date
 04-10-2013	Date
Signed by Moris Mankarious	Date
Signed by Karen Smith	Date
Signed by Nicholas Donaldson	Date
Signed by Nigel Saldanha	Date
Signed by Sami Wasif	Date
Signed by Paulo Solari	Date
Signed by Paul Lelew	Date
Signed by Jatinder Sanghera	Date
Signed by Gueseppe Mascoli	Date
Executed for and behalf of West Country Holdings Limited	Date
Signed by Penny Freer	Date
Signed by Gareth Edwards	Date
Signed by Charles McMicking	Date
Signed by Mark Brumby	Date

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4.10.2013

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Signed by David Page Date

Signed by Nabil Mankarious Date

Signed by Mons Mankarious Date

Signed by Karen Smith Date

Signed by Nicholas Donaldson Date

 Signed by Nigel Saldanha Date

07 October 2013

Signed by Sami Wasif Date

Signed by Paulo Solan Date

Signed by Paul Lelew Date

Signed by Jatinder Sanghera Date

Signed by Giuseppe Mascoli Date

Executed for and behalf of
West Country Holdings Limited Date

Signed by Penny Freer Date

Signed by Gareth Edwards Date

Signed by Charles McMicking Date

Signed by Mark Brumby Date

Please read the notes at the end of this document before signing this document.
Resolution.

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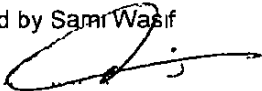
Signed by Charles McMicking Date

Signed by Mark Brumby Date

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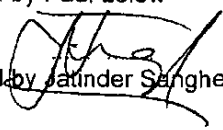
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To: The Shareholders of Kefi Limited

4th October 2013

Dear Shareholder in KEFI,

Kefi Limited (the "Company") – consent to grant of options and amendment of articles

The purpose of this letter is to seek and record your consent, waiver and approval in relation to options that the Company proposes to grant. The proposed option grants are to employees and directors of the Company over a total of 1,000,000 ordinary shares in the capital of the Company ("**Option Grants**") In order to grant the proposed options an amendment is required to the articles of association of the Company ("**Articles**"), as detailed in the special resolution proposed on or around the date of this letter.

By signing and dating this letter, you hereby irrevocably agree and consent to

(a) the Option Grants and authorise the Company to grant the options pursuant to clause 8 of the Subscription and Shareholders Agreement relating to Kefi Limited dated 17 June 2011 executed by the Company and the signatories to this letter (the "**Agreement**") and for all other purposes, and

(b) the proposed amendment to the Articles, as such consent is required under paragraph 1 of schedule 4 to the Agreement and authorise the Company to amend the Articles pursuant to clause 8 of the Agreement and for all other purposes

This letter constitutes an agreement which may be executed as two or more documents in the same form and execution by all of the parties of at least one of such documents will constitute due execution of this agreement. All counterparts when executed and delivered will be an original, but all counterparts will together constitute one and the same agreement.

In accordance with clause 8.1 of the Agreement consent to the matters set out herein is required from shareholders who together confer not less than 75% of the total voting rights exercisable in general meetings of the Company.

Yours sincerely

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COMPANIES HOUSE

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for and on behalf of
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Signed by Mons Mankarious Date

Signed by Karen Smith Date

Signed by Nicholas Donaldson Date


Signed by Nigel Saldanha 07 OCTOBER 2013 Date

Signed by Sami Wasif Date

Signed by Paulo Solari Date

Signed by Paul Lelew Date

Signed by Jatinder Sanghera Date

Signed by Giuseppe Mascoli Date

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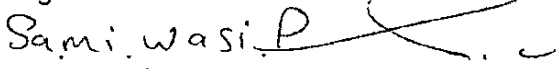
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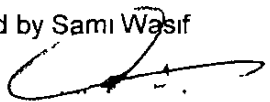
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