

Company No. 07902278

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

of

**SPARKL LIMITED**

(the "Company")

**24<sup>th</sup> June 2015**

(the "Circulation Date")

We, the undersigned, being eligible members of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect in the case of the first resolution as an ordinary resolution and the second resolution as a special resolution, in each case in accordance with Chapter 2 Part 13 of the Companies Act 2006

**1 ORDINARY RESOLUTION**

"THAT the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to grant rights to subscribe for ordinary shares up to an aggregate nominal amount of £11 10p and allot shares following the exercise of such rights This authorisation shall expire on 24<sup>th</sup> June 2020 (save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted, or rights to be granted, after such expiry and the directors may allot shares or grant rights to subscribe for shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired) "

**2 SPECIAL RESOLUTION**

"THAT, subject to the passing of the resolution numbered 1, the directors be given power to allot equity securities (as defined in section 560 of the Companies Act 2006) as if article 7.3 of the Company's articles of association did not apply to such allotment "

We further consent to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or proposed to be effected by the passing of the resolutions set out above

Date 24<sup>th</sup> June 2015

Error! Unknown document property name

1

THURSDAY



New Wave Ventures LLP	(31%)
Jacoby Thwaites	(31.7%)
Silverminute Holdings Limited	(31.7%)
Anthony Shearer	(4%)
Dara Rip	(0.8%)
Rafael Bracho	(0.8%)

## NOTES

- 1 If you agree to the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - By Hand delivering the signed copy to Jacoby Thwaites at Sparkl Ltd 5<sup>th</sup> Floor Bellerive House, 3 Muirfield Close London E 14 9SZ
  - Post returning the signed copy by post to Jacoby Thwaites at the company, address above
  - E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Jacoby Thwaites [jacoby@sparkl.com](mailto:jacoby@sparkl.com) . Please enter "Written resolutions dated June 2015" in the e-mail subject box

*If you do not agree to the resolutions, 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 resolutions, you may not revoke your agreement
- 3 Unless, by 28 days from the Circulation Date sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

- 5 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