

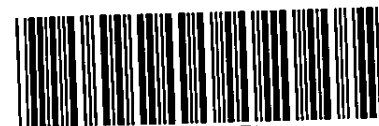
Company No: 08548694

THE COMPANIES ACT 2006

**WRITTEN RESOLUTIONS
of**

**THE SOLE DIRECTOR
of**

**EDGE RETREATS LIMITED
(the "Company")**



R406U23E

RM

30/01/2015

#164

COMPANIES HOUSE

I, the undersigned, being the sole director of the Company note that.

1. Introduction

- 1.1 I have declared my interest as a shareholder in the matters to be considered in accordance with section 177 of the Companies Act 2006 (the "Act") and the Company's articles of association.
- 1.2 Among his other duties, a director is required by statute to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard, among other things, to the matters listed in section 172(1) of the Act.

2. Purpose of the Meeting

- 2.1 These resolutions are in relation to the adoption of new articles of association of the Company (the "New Articles").

3. Written Resolutions

- 3.1 There are attached to these resolutions a form of written resolution of the shareholders of the Company (the "Written Resolution") to pass the following resolution as a special resolution.

- (a) that the attached set of articles of association of the Company be approved and adopted as the New Articles in substitution for and to the entire exclusion of the existing articles of association.

- 3.2 It is resolved that the Written Resolution be proposed by the sole director as a written resolution and submitted forthwith to the sole shareholder of the Company to seek his agreement to those proposed resolutions.

4. Close of meeting

- 4.1 Subject to the passing of the Written Resolution, the sole director is required to update the statutory registers of the Company and to file the following at Companies House

- (a) a print of the Written Resolution, and
- (b) the New Articles.

The above resolutions will be passed when they are signed by the sole director.

Date: 23 January 2015

A handwritten signature in black ink, appearing to be 'Luke McCormick', written over a horizontal dotted line.

Luke McCormick

Company No: 08548694

THE COMPANIES ACT 2006

**WRITTEN RESOLUTIONS
of**

**THE SOLE DIRECTOR
of**

**EDGE RETREATS LIMITED
(the "Company")**

I, the undersigned, being the sole director of the Company note that:

1. Introduction

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- 1.2 Among his other duties, a director is required by statute to act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, having regard, among other things, to the matters listed in section 172(1) of the Act

2. Purpose of the Meeting

- 2.1 The proposed investment in the Company by Forward Partners 1 Limited Partnership acting by its general partner Forward Partners General Partner Limited ("Forward") pursuant to the Subscription Agreement (as defined in paragraph 4.1 below) for a total of £30,024 in exchange for the issue of a total of 143 Ordinary Shares with the option to subscribe for a further two tranches of shares up to £220,194 subject to the approval of the Sole Director in his capacity as Founder prior to the exercise of each option.
- 2.2 The entry by the company into a shareholders' agreement to regulate the relationship between the Company and its shareholders.

3. Written Resolutions

- 3.1 For the purposes of the Investment, there are attached to these resolutions a form of written resolution of the shareholders of the Company (the "Written Resolutions") to pass the following resolutions as special resolutions:
 - (a) that any and all pre-emption rights whether contained in the articles of association of the Company, the Act, the New Articles (as defined below) or otherwise be and are hereby waived in respect of the issue of ordinary shares in the capital of the Company up to an aggregate nominal amount of £1.10; and
 - (b) that the attached set of articles of association of the Company (the "New Articles") be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

- 3.2 It is resolved that the Written Resolutions be proposed by the sole director as written resolutions and submitted forthwith to the sole shareholder of the Company to seek his agreement to those proposed resolutions.

—Adjournment and reconvening of the Meeting—

- 3.3 Following the reconvening of the meeting, the chairman reported that Written Resolutions had each been duly passed by the sole shareholder of the Company. Accordingly, the New Articles had been adopted

4. The Investment

- 4.1 For the purposes of the Investment, there are attached to these resolutions:

- (a) a subscription agreement to be entered into between the Investor and the Company (the "Subscription Agreement"),
 - (b) a shareholders' agreement to be entered into between the Company, Luke McCormick and the Investor; and
 - (c) a service agreement between the Company and Luke McCormick,
- (together the "Documents").

- 4.2 The terms of the Documents have been carefully considered by the sole director and the sole director considers that the Documents are most likely to promote the success of the Company for the benefit of its sole member and that, therefore, the Investment is approved.

- 4.3 It is resolved that the terms of the Documents are approved and it is further resolved that in respect of the Documents.

- (a) the sole director of the Company is authorised to sign any of the deeds in the form attached to these resolutions on behalf of the Company; and
- (b) the sole director of the Company is authorised to sign any of the other Documents in the form attached to these resolutions on behalf of the Company,

and that the sole director is authorised to make such amendments to any of the Documents as he concludes is necessary or desirable and to sign and deliver any notices and other documents and take any other action which may be necessary or desirable in connection with the proposed Investment.

5. Allotment of Shares

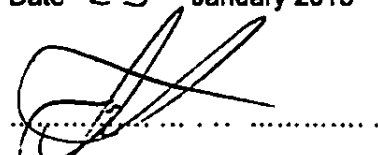
- 5.1 Pursuant to the Subscription Agreement, the Investor has agreed to subscribe for 143 ordinary shares of £0.001 each in the capital of the Company ("Ordinary Shares") at a price of £209.95 per share (the "Shares"), with the option to subscribe for a further 322 Ordinary Shares at a price of £279.94 per share followed by a further 207 Ordinary Shares at a price of £628.28 per share (together, the "Option Shares").

- 5.2 The Written Resolutions passed by the necessary majority of the shareholders of the Company gives the sole director of the Company the authority to issue and allot the Shares and the Option Shares.

- 5.3 Subject to the provisions of the Subscription Agreement and the receipt of the consideration monies for the Shares and the Option Shares, it is resolved that the Company allot and issue the Shares and the Option Shares.
- 5.4 It is further resolved that on allotment of the Shares and the Option Shares the Investor shall be entered into the register of members of the Company as the holders of the relevant number of shares in the Company and share certificates in respect of those shares allotted be delivered to the Investor.
6. Close of meeting
- 6.1 The sole director is required to update the statutory registers of the Company and to file the following at Companies House:
- (a) an SH01 Companies House form,
 - (b) a print of the Written Resolution, and
 - (c) the New Articles.

The above resolutions will be passed when they are signed by the sole director

Date: 23 January 2015



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Luke McCormick