

PRIVATE COMPANY LIMITED BY SHARES

MEMBERS' WRITTEN RESOLUTIONS

of

DICE FM LTD (the "Company")

PASSED ON 9 OCTOBER 2018

SATURDAY



A17 \*A7JEI4FU\* #160  
24/11/2018  
COMPANIES HOUSE

The following resolutions (the "**Resolutions**") were duly passed as an ordinary and a special resolution by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**").

**1. ORDINARY RESOLUTION – AUTHORITY TO ALLOT**

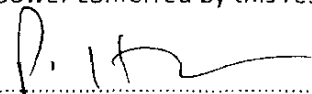
**THAT**, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £38.22 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 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 and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**2. SPECIAL RESOLUTION – DISAPPLICATION OF PRE-EMPTION RIGHTS**

**THAT**, subject to the passing of resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act and article 12.3 of the new articles did not apply to any such allotment, provided that this power shall:

- 2.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £38.22; and
- 2.2. expire on 31 December 2020 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

  
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PHILLIP HUTCHEON, DIRECTOR