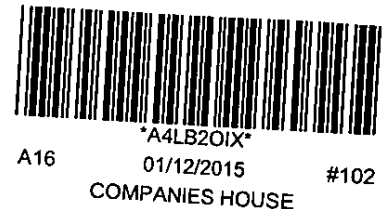


Company Number: 09011579

TUESDAY



**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**FEATHER MEDIA OPERATIONS LIMITED (the "Company")**

Circulated on 20 / 3 / 2015

We, the undersigned, being all the members for the time being of the Company, hereby pass the following resolutions and agree that these resolutions shall, pursuant to Section 288 of the Companies Act 2006 (the "Act"), for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company

**ORDINARY RESOLUTION**

**1 RESOLUTION 1 - AUTHORITY TO ALLOT**

**THAT**, in accordance with section 551 of the Act, the directors of the Company 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 up to an aggregate nominal amount of £5 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date of this resolution 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 is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the CA 2006 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

**SPECIAL RESOLUTION**

**2 RESOLUTION 2 - WAIVER OF PRE-EMPTION RIGHTS**

**THAT** in accordance with: (1) article 10.2 of the articles of association of the Company (the "Articles"), and (2) clauses 10.1 and 10.2 of the shareholders' agreement entered into between us and the Company dated 24 July 2014 (the "Shareholders' Agreement"), we hereby grant our consent to, and the provisions of articles 10.2 to 10.3 (Allotment of New Shares or other Securities Pre-Emption)(inclusive) of the Articles be and are hereby waived in their entirety in respect of and the directors of the Company be and are hereby empowered to, allot, grant and/or issue (as the case may be) equity securities (as defined in section 560(1) of the Act) of the Company wholly for cash up to a maximum nominal value of £0.27 as if the

provisions of 10.2 to 10.3 of the Articles and clauses 10.1 and 10.2 of the Shareholders' Agreement did not apply to such allotment, grant and/or issue, such authority to

- (a) expire (unless renewed, varied or extended by the Company in general meeting or obtained with the consent of its members by a written resolution in accordance with the Act) upon the earlier of the conclusion of the next annual general meeting of the Company and the date which is 15 months from the date of passing of the resolution, except that the directors of the Company may during the period make offers or arrangements which could or might require the allotment of relevant securities after the expiry of such period as if this authority had not expired, and
- (b) revoke and replace all unexercised authorities previously granted to the directors to allot equity securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities



## AGREEMENT

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

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

Signed by **MARTIN KISSINGER**

Date

  
20/3/15  


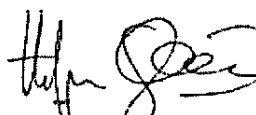
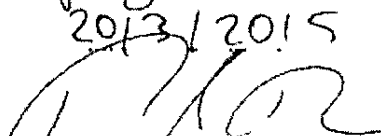
Signed by **PAUL PAMMENT**

Date

20/3/2015

Signed by **STEFAN GLAENZER**

Date

  
20/3/2015  
  
20/3/2015

Signed by **ROBERT DIGHERO**

Date

Signed by **MARK DIGHERO**

Date

Signed by **MARTIN ANDERSSON**

Date

Signed by **ADAM KNIGHT**

Date

Signed by **SIMON TURNER**

Date

Signed by **JOHN HARTZ**

Date

Signed by **EILEEN BURBIDGE**

Date

Signed by **TOM HULME**

Date

Signed by **MATTHEW SMITH**

Date

Signed by **STEPHEN ILETT**

Date

Signed by **WILLIAM KIRBY**

Date

## NOTES

1 The Resolutions shall have the dual effect of waiving the provisions of the Articles and the Shareholders' Agreement in relation to the proposed issue of new ordinary shares to new and, to the extent they desire, existing investors of the Company. Under the Articles and the Shareholders' Agreement, the Company requires 50% of the Investors (as defined in the Shareholders' Agreement) and 75% of the holders of ordinary shares to pass the resolutions before any new shares are issued. The maximum number of shares that the Company and its directors shall be permitted to issue shall be limited to 266,000 ordinary shares over and above those already earmarked for issue under the Company's employee share option plan [and warrant instrument issued to • on • 2014]

2 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to Martin Kissinger (martin@lendable.co.uk). Please enter "Written resolutions dated 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 20/04/2015, 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.