

Company No. 9154403

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

FACILE.IT GROUP LIMITED

(the "Company")

18 September 2014 (the "Circulation Date")

We, the undersigned, being the sole eligible member of the Company, irrevocably agree to the passing of the following resolutions of the Company, having in each case effect as ordinary resolutions, and in accordance with Chapter 2 Part 13 of the Companies Act 2006:

- 1 THAT the directors of the Company 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 allot shares and grant rights to subscribe for, or convert any securities into, shares up to an aggregate nominal amount of €13.00. This authorisation shall expire on the date one month from the passing 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, after such expiry and the directors may allot shares or grant rights to subscribe for or to convert any security into shares, in pursuance of such offer or agreement as if the authorisations conferred hereby had not expired)
- 2 THAT pursuant to section 622(1) of the Companies Act 2006, the entire ordinary share capital of the Company be redenominated by converting the one ordinary share of £1.00 in the capital of the Company from having a fixed nominal value in pounds sterling to having a fixed nominal value in Euros ("EUR") of €1.3 each (the "**Redenomination**") at the spot rate of exchange prevailing on 16 September 2014 as listed in the Financial Times (being, once rounded, GBP 1.00 EUR 1.3). The Redenomination shall take effect on the date on which this resolution is passed.
- 3 THAT subject to the Redenomination taking effect, the directors be authorised to exercise the power of sub-division conferred on them by section 618(1)(a) of the Companies Act 2006 at any time after the passing of this resolution in order to sub-divide each ordinary share of €1.30 then in issue into 13 ordinary shares of €0.10 each, having the rights and being subject to the restrictions and obligations set out in the articles of association of the Company.
- 4 THAT subject to the Redenomination taking effect, the directors be authorised to exercise the power of consolidation conferred by section 618(1)(b) of the Companies Act 2006 at any time after the passing of this resolution in order to consolidate every 10 ordinary shares of €0.10 then in issue into one ordinary share of €1.00, having the rights and being subject to the restrictions and obligations set out in the articles of association of the Company.

SATURDAY



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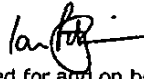
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COMPANIES HOUSE

AGREEMENT

A handwritten signature in black ink, appearing to be 'L. M. F.', is positioned above the text.

signed for and on behalf of
Facile.it (Bermuda) Limited,
as sole eligible member of the Company

Date 18 September 2014

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, care of Ashurst LLP, Broadwalk House, 5 Appold Street, London, EC2A 2HA.
- 2 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
- 3 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
4. Unless, within 28 days of 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
5. 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
- 6 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.