

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BUZZHIRE LIMITED

(Passed on 27 July 2016)

The following resolutions were duly passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 27 July 2016 by the sole member of the Company representing the required majority of total voting rights of eligible members in the case of (A) as an ordinary resolution and in the case of (B) as a special resolution

Ordinary Resolution

- (A) **THAT** the Board be and is hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all of the powers of the Company to allot up to 326,797 ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") at a price per Ordinary Share of not less than £3.06 each for a period of five years from the date of this resolution save that in accordance with section 551(7) of the Companies Act 2006 the Company may before such expiry make an offer or agreement which would or might require Ordinary Shares to be allotted after such expiry and the Board may allot Ordinary Shares in pursuance of such offer or agreement as if this authority had not expired

Special Resolution

- (B) **THAT** the pre-emption rights contained in Article 15.2 of the new articles of association of the Company ("**Articles**") be hereby waived and dis-applied in respect of the allotment of up to 326,797 Ordinary Shares at a price per Ordinary Share of not less than £3.06 each within a period of one year from the date of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require Ordinary Shares to be allotted after the expiry of such period and the Board may allot Ordinary Shares in pursuance of such offer or agreement as if this authority had not expired

Director

THURSDAY



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08/09/2016

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