

Company No: 09846804

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHAKESPEARE NEWCO LIMITED

(the "Company")

29 April

2016 (the "Circulation Date")

THURSDAY



RC2

R56TEZ03

12/05/2016

#31

COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions and that resolutions 3, 4 and 5 are passed as special resolutions (the "**Resolutions**")

ORDINARY RESOLUTIONS

1. **THAT**, the 1 ordinary share of £1 00 in the capital of the Company currently in issue be subdivided into 1,000 ordinary shares of £0 001 each in the capital of the Company
2. **THAT**, in accordance with section 551 of the Act the directors of the Company ("**Directors**") be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £18,255.48, made up of 64,161 A ordinary shares of £0 001 each, 11,504,056 A preference shares of £0 001 each, 28,338 B1 ordinary shares of £0 001 each, 6,500 B2 ordinary shares of £0.2 each, 6,503,694 B preference shares of £0 001 each 24,206 C ordinary shares of £0 001 each and 7 D ordinary shares of £0 001 each provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 (five) years after the Circulation Date save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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

SPECIAL RESOLUTIONS

3. **THAT**, the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association
4. **THAT**, subject to the passing of Resolutions 1 and 3, each of the 1,000 issued ordinary shares of £0 001 each in the capital of the Company be and is hereby redesignated as an A ordinary share of £0.001 in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 3
5. **THAT**, subject to the passing of resolution 2 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 2, as if section 561(1) of the Act did not apply to any such allotment.
6. **THAT**, the Company's name be changed to bfinance Group Holdings Limited

AGREEMENT

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

We, the undersigned, being the sole shareholder entitled to vote on the above resolutions, irrevocably agree to such resolutions

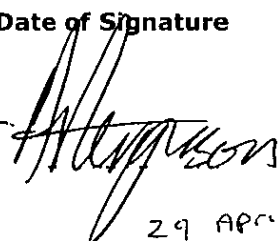
Name of Shareholder

Signature

Date of Signature

**Baird Capital Partners Europe
II LP**

Signed by
**BAIRD CAPITAL PARTNERS
EUROPE LIMITED** acting by a
director for and on behalf of
**BAIRD CAPITAL PARTNERS
EUROPE II LP**



29 April 2016

NOTES

- 1 If you wish to agree to the resolutions, you should signify your agreement by signing and returning this document to the Company's registered office or by signing and returning an electronic copy of this document by email to alexmccarney@eversheds.com.
- 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 If sufficient agreement is not received within 28 days of the Circulation Date then these resolutions will lapse and you will not be able to indicate agreement after that date. If you agree to the resolutions, please ensure your agreement reaches us before that date
- 4 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 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



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company Number 9846804

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

SHAKESPEARE NEWCO LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England and Wales; has changed its name to:

BFINANCE GROUP HOLDINGS LIMITED

Given at Companies House on **24th May 2016**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**