

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY RESOLUTIONS
of
YŮ GROUP PLC
("Company")

PASSED ON 25 February 2016

At a general meeting of the Company duly convened and held on 25 February 2016 at 3 Noble Street, London, EC2V 7EE, the following resolutions were duly passed as indicated below

ORDINARY RESOLUTION

- 1 **That**, pursuant to section 551 of the Companies Act 2006 ("Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined by section 560 of the Act) in the Company up to an aggregate nominal amount of
- 1 1 £30,000 00, in respect of the proposed placing of shares in the share capital of the Company in accordance with the terms of the draft placing agreement to be entered into between Shore Capital and Corporate Limited, Shore Capital Stockbrokers Limited, the Company, and Baljit Bobby Kalar and others, and
- 1 2 otherwise, £24,000 00,

provided that (unless previously revoked, varied or renewed) this authority shall expire on the earlier of 30 June 2017 or the conclusion of the Company's next annual general meeting, save that the Company may make an offer or agreement before this authority expires which would or might require equity securities to be allotted or rights to subscribe for or to convert any security into equity securities to be granted after this authority expires and the directors may allot equity securities or grant such rights pursuant to any such offer or agreement as if this authority had not expired

This authority is in substitution for all existing authorities under section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

SPECIAL RESOLUTIONS

- 2 **That**, subject to the passing of resolution 1 and pursuant to section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities
- 2 1 referred to in resolution 1 1,

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2.2 otherwise than pursuant to paragraph 2.1 of this resolution, up to an aggregate nominal amount of £7,202.00,

and this power shall expire at the conclusion of the next annual general meeting of the Company or on 30 June 2017 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired

This power is in substitution for all existing powers under section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect)

A handwritten signature in black ink, appearing to be 'Nick Parker', written in a cursive style.

Nick Parker - Secretary