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Company number SC200728

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Runtime Revolution Limited (**Company**)

18th March 2014

Pursuant to the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **THAT** the Company subscribes for shares, and participates as a shareholder in, a joint venture company (**JV**) Kontent Solutions, together with Kevin Miller and Olaf Odland.
2. **THAT** any actual or possible conflict of interest which has arisen or may arise by virtue of Kevin Miller (i) acting as a director of both the Company and the JV or (ii) being a shareholder of the JV (together the "Conflict and the "Conflicted Director") be authorised and approved for all purposes including, without limitation, sections 175 and 180 of the Companies Act 2006 and the Conflicted Director:
 - a. may vote at any future directors' meeting (or meeting of a committee of the directors) on any resolution in respect of the Conflict (and if he does vote his vote shall be counted) and he shall be taken into account in determining whether a quorum is participating at that meeting;
 - b. may absent himself from the whole or any part of any directors' meeting (or meeting of a committee of the directors) at which anything relating to the Conflict may be discussed;
 - c. shall not be required to disclose to the Company (or use for its benefit) any confidential information he obtains otherwise than in his capacity as a director, as a result of his Conflict where to do so would be a breach of any duty of confidence owed by him to a third party; and
 - d. shall not be liable to account to the Company for any benefit he or any of his connected persons derive as a result of the Conflict

provided always that:

- e. the Conflicted director will continue to work full time for the Company; and
- f. the Conflicted Director's participation in the JV will not, through action or inaction, impact negatively on the Company.

THURSDAY



SCT "S3BDCNCH" #471
03/07/2014
COMPANIES HOUSE