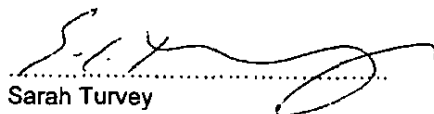


**Agreement of Compliance First Limited**  
**Company number SC335070**  
**Dated 20<sup>th</sup> December 2012**

As per the attached minutes, the sole member of Compliance First Limited, Simply Biz PLC, has agreed to the exemption for the company to no longer require an audit under section 479A of the Companies Act 2006 – audit exemption for a subsidiary company.

Company name	Company number	Accounting reference date
Compliance First Ltd	SC335070	31/12/2012

  
.....  
Sarah Turvey  
Director  
Compliance First Limited



**SimplyBiz plc**  
Minutes of a Directors' Meeting  
held on 20<sup>th</sup> December 2012 at  
The John Smith's Stadium, Stadium Way,  
Huddersfield HD1 6PG

*Present*

Sarah Turvey  
Ken Davy  
Matthew Timmins  
Neil Stevens  
David Kershaw  
Gary Kershaw  
Steven Braidford

*In attendance*

Becca Butcher

**1 Opening remarks**

**Action**

Sarah Turvey noted there was a quorum present and took the chair.

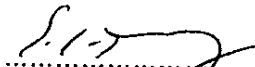
**2 Exemption from audit**

Sarah Turvey presented information regarding new regulations in relation to wholly owned subsidiary companies no longer requiring an audit. Guarantee is given under section 479C of the Companies Act 2006 – audit exemption for a subsidiary company.

After discussion, IT WAS RESOLVED AND UNANIMOUSLY AGREED that the following companies will take advantage of the exemption in s479a and therefore will no longer be audited for accounts purposes.

Company name	Company number	Accounting reference date
Capital Reward Plus Ltd	6252806	31/12/2012
Compliance First Ltd	SC335070	31/12/2012
Compliance First Services Ltd	SC202765	31/12/2012
New Model Business Academy Ltd	6542304	31/12/2012
Bespoke Compliance Solutions Ltd	7647681	31/12/2012
360 Legal Group Ltd	7119685	31/12/2012

There being no further business the meeting was adjourned

  
.....  
Chairman  
19/1/13  
.....  
Date