

**PUBLIC COMPANY LIMITED BY SHARES  
COPY RESOLUTIONS**

**of**

**CUPID PLC**

**(the "Company")**

**(Registered in Scotland under company number SC368538)**

**dated 23rd December 2014**

MONDAY



At the General Meeting of the Company, duly convened and held in accordance with the Companies Act 2006 and the Company's Articles of Association at 7 Castle Street, Edinburgh at 10.00am on 23 December 2014, the following resolutions were passed in the case of resolutions 1 and 2 as ordinary resolutions and in the case of resolutions 3 to 5 as special resolutions:


**Ordinary Resolutions**

- 1 **THAT**, for the purposes of Rule 15 of the AIM Rules for Companies published by the London Stock Exchange plc, the proposed sale of the Traditional Dating Assets (as defined in the circular to the Company's members dated 6th December 2014 of which the notice convening this meeting forms part (the "Circular")) and the Casual Dating Payment (as defined in the Circular), on the terms and subject to the conditions of the Sale Agreements (as defined in the Circular) and the Casual Dating Agreements (as defined in the Circular) as amended by the Amendment Agreements (as defined in the Circular) and related documentation, be and they are hereby approved and that the board of Directors of the Company (or a duly constituted committee of the board) be and is hereby authorised to take such steps as they in their absolute discretion, consider necessary or desirable to effect the same and agree such variations and amendments to the Sale Agreements and the Amendment Agreements as the directors (or a duly constituted committee of the board) may in their absolute discretion consider necessary or desirable provided that such variations or amendments are not material and the directors (or a duly constituted committee of the board) be and they are hereby authorised to do all things which they, in their absolute discretion, consider to be necessary or desirable to implement and give effect to or otherwise in connection with the Disposal (as defined in the Circular) or the Casual Dating Payment and any matter incidental to the Disposal or the Casual Dating Payment.
2. **THAT**, conditional on the approval of resolution 1 above, the Investing Policy (as set out in the Circular) be and is hereby approved for the purposes of Rule 15 of the AIM Rules and that the Directors be and are hereby authorised to take all such steps as they may consider necessary or desirable to implement the same.

**Special Resolutions**

- 3 **THAT**, conditional on the approval of resolution 1 above and court approval:
  - (a) the amount standing to the credit of the Company's share premium account as at the date of this Notice in the sum of £18,025,395 is cancelled; and
  - (b) the amount standing to the credit of the Company's capital redemption reserve as at the date of this Notice in the sum of £347,374 is cancelled.

4. **THAT** the Company be generally and unconditionally authorised to make one or more market purchases, within the meaning of Section 693(2) of the Companies Act 2006 (the "Act"), of Ordinary Shares of 2.5p each in the Company ("Shares"), provided that:
- (c) the maximum number of Shares to be repurchased shall be 10,680,299 Shares representing the nominal value of 15% of the Company's issued share capital at the date of this Notice;
  - (d) the maximum price (exclusive of expenses) which may be paid for a Share shall be an amount equal to 105% of the average market value of the Shares (as derived from the mid-market price) for the five business days immediately preceding the date on which the Share is purchased;
  - (e) the authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 31st December 2015; and
  - (f) the Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority and may make a purchase of Shares pursuant to any such contract notwithstanding such expiry.
5. **THAT**, conditional upon completion of the Disposal, the name of the Company be changed from "Cupid plc" to "Castle Street Investments plc".

  
Niall Stirling  
Company Secretary