

Company number 05944758

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MUCHO MAS LIMITED (Company)

1 July 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (2006 Act), the directors of the Company propose that the following resolutions are passed as special resolutions (**Resolutions**)

SPECIAL RESOLUTIONS

1 THAT, the shareholders of the Company being entitled to certain pre-emption rights in respect of shares to be issued by the Company both pursuant to Article 3(C) of the Company's Articles of Association and pursuant to Section 561 of the 2006 Act, hereby waive all such rights of pre-emption and, in accordance with section 569 of the 2006 Act, the Directors be and they are generally empowered to allot equity securities (as defined by section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any such allotment, in respect of the following proposed allotments of shares in the capital of the Company

(a) the allotment of up to 46,667 shares pursuant to the 100% conversion right granted by the Company to the holders of up to £700,000 15% secured convertible loan notes 2013 pursuant to the terms of the loan note instrument issued by the Company on 26 January 2011, as amended pursuant to a special resolution of the Noteholders (as defined therein), and

(b) the allotment of up to 113,334 ordinary shares in the capital of the Company by way of either the issue of shares pursuant to a funding round or the allotment of shares pursuant to the 100% conversion right granted by the Company to subscribers to a loan note of up to £1,700,000 15% secured convertible loan notes 2013 proposed to be issued by the Company or the issue of a combination of shares and loan notes

2 THAT the authorised share capital of the Company be and it is hereby removed and any restriction on the number of shares in the capital of the Company that the directors may allot imposed by such authorised share capital be and it is hereby removed

3 THAT the Articles of Association be and they are hereby amended by the deletion of the definition of "Employee Option" and the insertion of the following wording in its place

"Employee Option" means any option or right over shares granted to an employee of the Company pursuant to an employees' share scheme established for the benefit of the employees of the Company



AGREEMENT VARIATION

The shareholders of the Company, including those who are party to a subscription and shareholders' agreement entered into between the (1) Company, (2) the Investors (as defined therein), (3) Daniel Houghton and (4) Eric Partaker on 30 March 2007 (**Shareholders' Agreement**) by signing and returning this written resolution hereby agree the following (**Agreement Variations**)

1 THAT, in accordance with the provisions of clause 13.7 of the Shareholders' Agreement, the issue by the Company of up to £1,200,000 15% secured convertible loan notes 2013 be and it is hereby approved

2 THAT the Shareholders' Agreement be amended as follows

(a) Clause 12 of the Shareholders' Agreement shall be and it is hereby amended by the deletion of the reference to 5% and the insertion of 10% in its place and the addition of the words "In addition, the Board shall be entitled to establish an appropriate incentive plan for the Founders subject to the total amount of shares issued pursuant to such plan never exceeding 45,674 ordinary shares" at the end of such clause, so that the clause shall read

"The Shareholders agree that the Board shall be entitled to establish an appropriate share option plan to incentivise employees (other than the Founders) subject to the total amount of shares under option and issued pursuant to such share option plans never exceeding 10% of the total ordinary share capital. In addition, the Board shall be entitled to establish an appropriate incentive plan for the Founders subject to the total amount of shares issued pursuant to such never exceeding 45,674 ordinary shares", and

(b) Clause 13.7 of the Shareholders' Agreement shall be and it is hereby amended by the deletion of the reference to 80% and the insertion of 75% in its place, so that the clause shall read

"Any additional loans procured during the second and subsequent fundraising rounds from Investors, Founders or New Investors must be approved in writing executed by or on behalf of Shareholders holding at least 75% of the entire issued share capital, if the loan forms more than 50% of the issued share capital in that round"

AGREEMENT

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

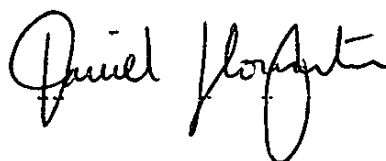
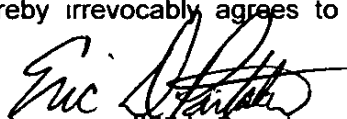
The undersigned, a person entitled to vote on the above Resolutions and (if applicable) the Agreement Variations on 1 July 2011, hereby irrevocably agrees to the Resolutions and (if applicable) the Agreement Variations

Signed by ERIC PARTAKER

Date

8/7/2011

Signed by DAN HOUGHTON



Date

12/7/11

Signed by TOM SPATHIS

Date

Signed by FAISAL GALARIA

Date

Signed by SIMON PRIDEAUX

Date

Signed by STEPHAN LINDEMANN

Date

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE

Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date

Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

Date

Signed by TOM SPATHIS

Date

Signed by FAISAL GALARIA

Date

Faisal Galaria
9/7/2011

Signed by SIMON PRIDEAUX

Date

Signed by STEPHAN LINDEMANN

Date

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE

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Signed by PAUL FACELLA

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Signed by CHARLIE MCVEIGH

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Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

Date

Signed by TOM SPATHIS

Date

Signed by FAISAL GALARIA


Date

Signed by SIMON PRIDEAUX

Date

Signed by STEPHAN LINDEMANN

Date


15/7/2011

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE

Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date

Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

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Signed by TOM SPATHIS

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Signed by FAISAL GALARIA

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Signed by SIMON PRIDEAUX

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Signed by STEPHAN LINDEMANN

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Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

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Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE


Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date


6/7/11

Signed by SAUL KLEIN


Date

Signed by KATE OPEKAR

Date

Signed by CHRIS EVANS

Date



8/7/11

Signed by MANUEL DIAZ

CEBRIAN

Date

Signed by LAURIE MORGAN

Date

Signed by MARC WORTH

Date

Signed by M J HOUGHTON

Date

Signed on behalf of GOLDMAN

SYNDICATE by

KUNAL SHAH

Date

Signed by LOUIS GREIG

Date

Signed by PAUL READ

Date

Signed by HILLARY RUSSELL

Date

Signed by RICHARD FRANCIS

and VINCE O'BRIEN

Date

Signed by MIKE DOWELL

Date

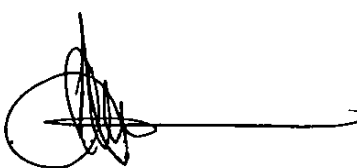
Signed by TIM COCKER

Signed by CHRIS EVANS

Date

Signed by MANUEL DIAZ
CEBRIAN ✓

Date



07-July-2011

Signed by LAURIE MORGAN

Date

Signed by MARC WORTH

Date

Signed by M J HOUGHTON

Date

Signed on behalf of GOLDMAN

SYNDICATE by

KUNAL SHAH

Date

Signed by LOUIS GREIG

Date

Signed by PAUL READ

Date

Signed by HILLARY RUSSELL

Date

Signed by RICHARD FRANCIS

and VINCE O'BRIEN

Date

Signed by MIKE DOWELL

Date

Signed by TIM COCKER

Signed by CHRIS EVANS
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Signed by MANUEL DIAZ
CEBRIAN
Date

Signed by LAURIE MORGAN
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Signed by MARC WORTH
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Signed by M J HOUGHTON
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Signed on behalf of GOLDMAN
SYNDICATE by
KUNAL SHAH
Date

Signed by LOUIS GREIG
Date

Signed by PAUL READ
Date

Signed by HILLARY RUSSELL
Date

Hillary Russell
5/7/2011

Signed by RICHARD FRANCIS
and VINCE O'BRIEN
Date

Signed by MIKE DOWELL
Date

Signed by TIM COCKER

Date

Signed by TIM WATSON

Date

Signed by CHARLES GRANT

Date

Signed by JEFFREY SMITH

Date

Signed by APRIL GALDA

Date

Signed by A J TOM MILLIGAN

Date

Signed by JAMES WILLS

Date

Signed by PHILLIP DONALD

Date

Signed by VENREX GENERAL
PARTNER LIMITED

Date

Phillip
8/7/2011

Signed by AMBIENT SOUND
INVESTMENT OU

Date

Signed by KEVIN BACON

Date

Signed by ANIL SOFAT and
RUCHI SOFAT

Date

Date

Signed by TIM WATSON

Date

Signed by CHARLES GRANT

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Signed by JEFFREY SMITH

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Signed by APRIL GALDA

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Signed by A J TOM MILLIGAN

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Signed by JAMES WILLS

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Signed by PHILLIP DONALD

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Signed by VENREX GENERAL

PARTNER LIMITED

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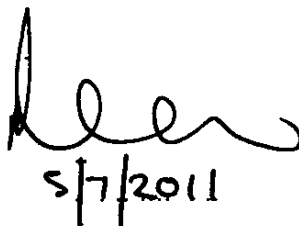
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INVESTMENT OU

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Signed by KEVIN BACON

Date

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Signed by ANIL SOFAT and

RUCHI SOFAT

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Signed by KEVIN BACON

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Signed by ANIL SOFAT and RUCHI

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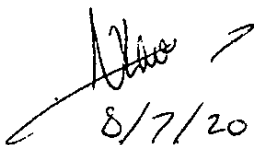
Signed by ASHOK KUMAR VERMA

and MADHU BELA VERMA

Date

Signed by NICK WILLIAMS

Date



8/7/2011

Signed by AMIT VARMA

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Signed by STEVE LANE

Date

Signed by RICHARD BRETON

Date

Signed by DONALD HENSHALL

Date

Signed by MARK BURSLAM and

JAMES WHITING

Date

Signed by GRAYLING GLOBAL

LIMITED

Date

Signed by CHRISTIAN A VAN ZIJL

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Signed by TIM WATSON

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Signed by CHARLES GRANT

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Signed by JEFFREY SMITH

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Signed by APRIL GALDA

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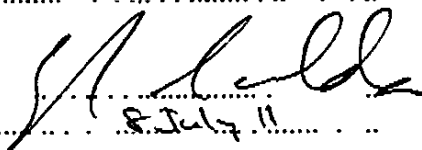
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Signed by A J TOM MILLIGAN

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CEBRIAN
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Signed by MARC WORTH
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Signed on behalf of GOLDMAN
SYNDICATE by
KUNAL SHAH
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Signed by LOUIS GREIG
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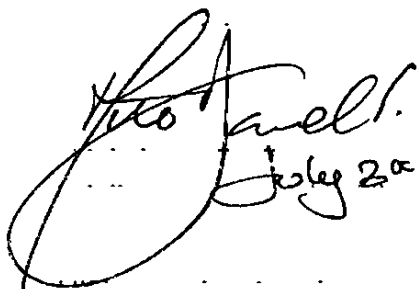
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Signed by HILLARY RUSSELL
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Signed by RICHARD FRANCIS
and VINCE O'BRIEN
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Signed by MIKE DOWELL
Date

Signed by TIM COCKER


July 2nd 2011

Signed by CHRIS EVANS

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Signed by MANUEL DIAZ
CEBRIAN

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Signed by LAURIE MORGAN

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Signed by MARC WORTH

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Signed by M J HOUGHTON

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Signed on behalf of GOLDMAN

SYNDICATE by

KUNAL SHAH

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Signed by LOUIS GREIG

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L. Greig 5/7/11

Signed by PAUL READ

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Signed by HILLARY RUSSELL

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Signed by RICHARD FRANCIS
and VINCE O'BRIEN

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Signed by MARC WORTH

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Signed by M J HOUGHTON


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Signed on behalf of INVESTMENT
SYNDICATE by

KUNAL SHAH

Date 8/7/11

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Signed by LOUIS GREIG

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Signed by PAUL READ

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and VINCE O'BRIEN

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Signed by CHRIS EVANS
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Signed by MANUEL DIAZ
CEBRIAN
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Signed by LAURIE MORGAN
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Signed by MARC WORTH
Date

Signed by M J HOUGHTON
Date

M J Houghton
8th July 2011

Signed on behalf of GOLDMAN
SYNDICATE by
KUNAL SHAH
Date

Signed by LOUIS GREIG
Date

Signed by PAUL READ
Date

Signed by HILLARY RUSSELL
Date

Signed by RICHARD FRANCIS
and VINCE O'BRIEN
Date

Signed by MIKE DOWELL
Date

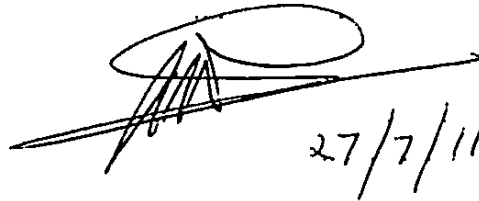
Signed by TIM COCKER

Signed by CHRIS EVANS
Date

Signed by MANUEL DIAZ
CEBRIAN
Date

Signed by LAURIE MORGAN
Date

Signed by MARC WORTH
Date

A handwritten signature in black ink, consisting of a large, stylized 'M' and 'W' with a horizontal line extending to the right. The date '27/7/11' is written in black ink to the right of the signature.

Signed by M J HOUGHTON
Date

Signed on behalf of INVESTMENT
SYNDICATE by
KUNAL SHAH
Date

Signed by LOUIS GREIG
Date

Signed by PAUL READ
Date

Signed by HILLARY RUSSELL
Date

Signed by RICHARD FRANCIS
and VINCE O'BRIEN
Date

Signed by MIKE DOWELL
Date

Signed by TIM COCKER

Date

Signed by TOM SPATHIS

Date

Signed by FAISAL GALARIA

Date

Signed by SIMON PRIDEAUX

Date

Signed by STEPHAN LINDEMANN

Date

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Nick
July 7, 2011

Signed by RICHARD RAMSDALE

Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date

Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

Date

Signed by TOM SPATHIS

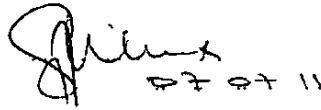
Date

Signed by FAISAL GALARIA

Date

Signed by SIMON PRIDEAUX

Date

A handwritten signature in black ink, appearing to read 'Simon', followed by the date '07 07 11'.

Signed by STEPHAN LINDEMANN

Date

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE

Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date

Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

Date

Signed by TOM SPATHIS

Date

Tom Spathis
7/7/11

Signed by FAISAL GALARIA

Date

Signed by SIMON PRIDEAUX

Date

Signed by STEPHAN LINDEMANN

Date

Signed by SIMON HADE

Date

Signed by ERIK ANDERSSON

Date

Signed by NILS HAMMAR

Date

Signed by RICHARD RAMSDALE

Date

Signed by PAUL FACELLA

Date

Signed by CHARLIE MCVEIGH

Date

Signed by SAUL KLEIN

Date

Signed by KATE OPEKAR

Date

Signed by ASHOK KUMAR
VERMA and MADHU BELA
VERMA
Date


Signed by NICK WILLIAMS
Date

Signed by AMIT VARMA
Date

Signed by STEVE LANE
Date

Signed by RICHARD BRETON
Date

Signed by DONALD HENSHALL
Date

 6/7/11

Signed by MARK BURSLAM and
JAMES WHITING
Date

Signed by GRAYLING GLOBAL
LIMITED
Date

Signed by CHRISTIAN A VAN ZIJL
Date

NOTES

1 If you agree with the Resolutions and (if applicable) the Agreement Variations, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Philippa Sturt at Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ

Signed by ASHOK KUMAR
VERMA and MADHU BELA
VERMA
Date

Signed by NICK WILLIAMS
Date

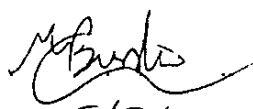
Signed by AMIT VARMA
Date

Signed by STEVE LANE
Date

Signed by RICHARD BRETON
Date

Signed by DONALD HENSHALL
Date

Signed by MARK BURSLAM and
JAMES WHITING
Date


5/7/11

Signed by GRAYLING GLOBAL
LIMITED
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Signed by CHRISTIAN A VAN ZIJL
Date

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Signed by ASHOK KUMAR
VERMA and MADHU BELA
VERMA
Date

Signed by NICK WILLIAMS
Date

Signed by AMIT VARMA
Date

Signed by STEVE LANE
Date



8/7/11

Signed by RICHARD BRETON
Date

Signed by DONALD HENSHALL
Date

Signed by MARK BURSLAM and
JAMES WHITING
Date

Signed by GRAYLING GLOBAL
LIMITED
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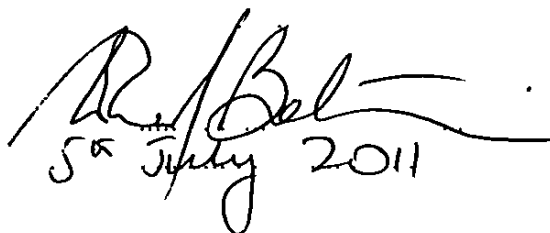
Signed by ASHOK KUMAR
VERMA and MADHU BELA
VERMA
Date

Signed by NICK WILLIAMS
Date

Signed by AMIT VARMA
Date

Signed by STEVE LANE
Date

Signed by RICHARD BRETON
Date



5th July 2011

Signed by DONALD HENSHALL
Date

Signed by MARK BURSLAM and
JAMES WHITING
Date

Signed by GRAYLING GLOBAL
LIMITED
Date

Signed by CHRISTIAN A VAN ZIJL
Date

NOTES

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- **By Hand** delivering the signed copy to Philippa Sturt at Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ

Signed by



Print Name

MARK ESIRI

Date

8/7/2011

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods

- E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to pbs@joelsonwilson.com Please enter "Written resolutions dated 1 July 2011" in the e-mail subject box
- By Hand delivering the signed copy to Philippa Sturt at Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ
- Post returning the signed copy by post to Philippa Sturt at Joelson Wilson LLP, 30 Portland Place, London W1B 1LZ
- Fax faxing the signed copy to 020 7580 2251 marked "For the attention of Philippa Sturt"

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

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement