

Company Number: 09260256

Companies Act 2006

WRITTEN RESOLUTION OF THE MEMBERS

OF

CHEW LIVE LTD (the "Company")

On [25th April 2016] the following Written Resolutions (such resolutions being passed as ordinary and special resolutions) were approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

ORDINARY RESOLUTION

1. AUTHORITY TO ALLOT SHARES

THAT in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £17 16 provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all subsisting authorities, to the extent unused

SPECIAL RESOLUTIONS

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1 as if section 561(1) of the 2006 Act did not apply to any such allotment and all other pre-emption rights contained whether in the articles of association from time to time of the Company otherwise shall be waived in relation to any such allotment

3. ARTICLES OF ASSOCIATION

THAT the articles of association attached to these written resolutions (the "**New Articles**") be and are hereby adopted as the articles of association of the Company in substitution for, and to the entire exclusion of, the existing articles of association

