

PRINT OF WRITTEN RESOLUTION

O2 (ONLINE) LIMITED
Company number 01906156
(the "Company")

**WRITTEN RESOLUTION OF THE MEMBER OF THE COMPANY PURSUANT TO SECTION 288
OF THE COMPANIES ACT 2006**

PASSED ON 16 NOVEMBER 2015

The following written resolutions, having been duly proposed by the directors of the Company, were duly passed by the Company as special resolutions

SPECIAL RESOLUTIONS

Reduction of Capital

- 3 **THAT** subject to, and conditional upon, the passing of resolutions 1 and 2 above and to the allotment and issue of the Bonus Shares, the issued share capital of the Company be reduced from £5,385,104 divided into 5,385,104 issued ordinary fully paid-up shares of £1 00 each, to £1 00 divided into 1 issued ordinary fully paid-up share of £1 00 (the **"Reduction of Capital"**) by

- (A) cancelling and extinguishing 5,385,103 issued Ordinary shares of £1 00 each, and
- (B) crediting the amount that the share capital is reduced by to the Company's profit and loss account,

such Reduction of Capital to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

Cancellation of share premium account

- 4 **THAT** the share premium account of the Company be cancelled (the **"Cancellation of Share Premium"**) and that amount be credited to the Company's profit and loss account, such Cancellation of Share Premium to take effect on the day on which the copy of this resolution (and the documents which must accompany it under section 644(1) of the Companies Act 2006) is registered by the Registrar of Companies at Companies House in accordance with section 644(3) of the Companies Act 2006

Signed



Director/Company Secretary

for and on behalf of

O2 (ONLINE) LIMITED

