

Company No. 03722366

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS IN WRITING**  
of  
**OKA DIRECT LIMITED**  
(the "**Company**")

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THURSDAY



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COMPANIES HOUSE

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

**ORDINARY RESOLUTION**

1. **THAT**, in accordance with section 551 of CA 2006 the directors of the Company (Directors) be generally and unconditionally authorised to allot Growth Shares (as defined in the New Articles) in the Company up to an aggregate nominal amount of £207.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the end of the period of 6 months from the date these resolutions are passed.
2. **THAT** the Company is approved to buy back a total of 207,000 Growth Shares of £0.001 each in the capital of the Company for a maximum price payable per Growth Share of £1,000,000 and a minimum price per Growth Share of £0.001. This authority shall expire on the fifth anniversary of passing this ordinary resolution.

**SPECIAL RESOLUTIONS**

3. **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment.

**AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions on 19 March 2015, hereby irrevocably agrees to the Resolutions. In addition, those individuals who hold "Consent Shares", as defined in a subscription, purchase and shareholders' agreement dated 23 July 2007 give their consent to passing the Resolutions, and in particular the alteration to the Company's share capital arising as a result of allotting the Growth Shares

Name of Shareholder    Rose Nominees Limited a/c 20671, 20673, 20683, 20685, 20779, 20780, 20781, 20782, 20783, 20784, 20786, 20787, 20789, 20790, 20791, 20793, 20799, 20802, 20808, 20809, 20812, 20813, 20816, 20818, 20819, 20821, 20823, 20825, 21571, 21573, 21575, 21576, 21579, 21580, 21586, 21593, 21595, 21605, 21607, 21608, 21609, 21613, 21617, 21618, 21622, 21623, 21642, 200201

Signature:

YHLL W. D. D.

Date 10 APRIL 2015