

Company No. 03722366

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

Passed: 13 July 2016

Pursuant to Section 288 of the Companies Act 2006 ("CA 2006") the directors of the Company on the above date passed the following Resolutions as Written Resolutions in the case of Resolutions 1 to 3 inclusive as Ordinary Resolutions and in the case of Resolution 4 as a Special Resolution (the "**Resolutions**")

**ORDINARY RESOLUTIONS**

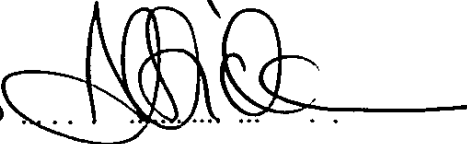
- 1 **THAT**, in accordance with section 551 of the CA 2006, the directors of the Company (the "**Directors**") be generally and unconditionally authorised to allot Growth Shares (as defined in the Company's articles of association (the "**Articles**")) up to an aggregate nominal amount of £373 193 provided 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**, pursuant to the terms of the Articles, the sum of £107 193 being part of the available distributable reserves be and is hereby capitalised and appropriated as capital and that the Directors be and are hereby authorised to apply such sum in paying up in full 107,193 Growth Shares in the capital of the Company and to allot and issue such new shares, credited as fully paid up
- 3 **THAT** the Company is approved to buy back a total of 760,000 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 RESOLUTION**

- 4 **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 and transfer equity securities from treasury (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 and transfer

Dated: 13 July 2016

SIGNED



Director

THURSDAY



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COMPANIES HOUSE