

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- OF -

CONCEPT VENUES LIMITED

(the "Company")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions (the "**Resolutions**") were duly passed on 29 / 8 2013, in the case of resolutions 1, 2 and 3 as ordinary resolutions and in the case of resolution 4 as a special resolution

ORDINARY RESOLUTIONS

- 5 **THAT** in accordance with section 551 of the Act, the directors of the Company 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 £500 00 provided that this authority shall expire on the date which is 15 months from the passing of this resolution or if earlier, the date of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that 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 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
- 6 **THAT** the purchase by the Company of 25 shares in the issued share capital of The Sanctum Limited (a private limited company incorporated in England and Wales with registered number 0381880), in exchange for 1,180 ordinary shares of £0 0025 each in the capital of the Company, pursuant to a share exchange agreement to be entered into on or around the date hereof between the Company and Nick Howe be and is hereby approved for all purposes and that the directors be authorised to complete such purchase and execute all necessary documents in relation to it
- 7 **THAT** the allotment to each of (i) the Adrian Smith, (ii) Nicko McBrain and (iii) Steve Harris of 473 new ordinary shares of £0 0025 each in the capital of the Company in consideration for the sum of £1 18 payable by each of them to the Company in cash is hereby approved for all purposes and that the directors be authorised to allot such shares and execute all necessary documents in relation to the allotment

SPECIAL RESOLUTION

- 8 **THAT** subject to the passing of resolution 1 and in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £500 00, and

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- (b) expire on the date which is 15 months from the passing of this resolution, or if earlier, the date of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired



DIRECTOR

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CONCEPT VENUES LIMITED
(the "Company")

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 30 August 2013 as ordinary and special resolutions

ORDINARY RESOLUTIONS

- 4 **THAT**, pursuant to section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company, be and are 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 £500 00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of this resolution, save that 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 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
- 5 **THAT** the allotment of 157,489 new ordinary shares of £0 0025 each in the capital of the Company to Dildren Holdings Inc in consideration for the sum of £8,000,000 payable to the Company in cash pursuant to the Subscription and Shareholders' Agreement relating to Concept Venues Limited dated 30 August 2013 (the "**Subscription and Shareholders' Agreement**") is hereby approved for all purposes and that the directors be authorised to allot such shares and execute all necessary documents in relation to the allotment

SPECIAL RESOLUTION

- 6 **THAT** subject to and conditional upon the passing of Resolution 1 and pursuant to section 570 of the Companies Act 2006 (the "**Act**"), the directors of the Company from time to time, be and are generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority granted by Resolution 1, as if section 561 of the Act did not apply to any such allotment, provided that this power shall
- (a) be limited to the allotment of equity securities specifically relating to the allotment pursuant to the Subscription and Shareholders' Agreement up to an aggregate nominal amount of £500 00, and
- (b) expire on the fifth anniversary of this Resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this Resolution has expired.


DIRECTOR

NOTES

Nature of Written Resolutions

- 1 *This document contains proposed written resolutions of Concept Venues Limited for approval by you as a member of the Company. Resolutions 1 and 2 are proposed as ordinary resolutions and require members holding a simple majority of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed. Resolution 3 is proposed as a special resolution and each requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolutions to vote in favour of them to be passed.*

Procedure for Signifying Agreement

- 2 *If you agree with the Resolutions, 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 Robert Black at Rosenblatt Solicitors, 9-13 St Andrew Street, London, EC4A 3AF

Post returning the signed copy by post to Robert Black at Rosenblatt Solicitors, 9-13 St Andrew Street, London, EC4A 3AF

Fax faxing the signed copy to 020 7955 1454 marked "For the attention of Robert Black"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to robertb@rosenblatt-law.co.uk

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.

- 3 *Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.*
- 4 *Unless by 2013 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.*
- 5 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*
- 6 *If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.*