

Company Number: 03841479

*The Companies Act 2006*

*Private Limited Company*

*Resolutions in Writing of the Sole Shareholder of*

**ETEACH UK LIMITED ("the Company")**

Passed on 30 November 2011

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I, the undersigned, being a director of the Company hereby certify that the subjoined ordinary resolutions in writing have been passed by the shareholders having the right to attend and vote at general meetings of the Company.

**Directors' Authority to Allot Shares**

It was RESOLVED, as an ordinary resolution, that the directors be and are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 to allot shares and to grant rights to subscribe for or to convert any security into shares up to a maximum nominal amount of £1,312,020 such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of that offer or agreement as if the authority had not expired.

THAT, pursuant to the Company's Articles of Association, the sum of £1,312,020 forming the balance of the Company's Merger Reserve Account, be capitalised and the directors be authorised to appropriate such sum in paying up in full 1,312,020,000 ordinary shares of £0.001 each to be issued to shareholders on the register on the date of this resolution, pro rata to their shareholdings in the company on that date

I certify the above to be a true copy of the resolutions

  
Director

THURSDAY



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COMPANIES HOUSE