Company Number 4529917

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VEBRA SOLUTIONS LIMITED (the "Company")

passed on 17 DECEMBER 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

SPECIAL RESOLUTION

That the articles of association of the Company be amended by inserting the following new articles 2 2 and 4 3

"4.3 TRANSFER OF SHARES

Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register any transfer of any share, whether or not it is a fully paid share

4 3 1 *to any bank or financial institution to which any such share has been charged by a member by way of security, or to any nominee of such a bank or financial institution (a "**Secured Institution**"), or*

4 3 2 *delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or*

4 3 3 *executed by a Secured Institution pursuant to the power of sale or other powers conferred by or pursuant to such security or by law*

and no transferor or proposed transferor of any share to a Secured institution, and no Secured Institution, shall be required to offer any share that is the subject of any such transfer to the members for the time being of the Company or to any of them, and no member shall have any right to require any such share to be transferred to it, whether for consideration or not

2.2 LIEN

The Company shall have no lien on any share that has been charged by way of security to a Secured Institution (as defined in Article 4 3)"

Director

TUESDAY

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COMPANIES HOUSE