

**ITOUCH FINANCE 1 LIMITED**

**Company Number: 5041434**

**(the "Company")**

**SOLE MEMBER'S WRITTEN RESOLUTIONS**

05/09/2014 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions of the Company (the "Resolutions")

**SPECIAL RESOLUTIONS**

- 1 That any and all conduct, actions and decisions of Giovanni Tivan, or any other director of the Company, that amounted to a breach of the articles of association of the Company resulting from, arising out of or in relation to, acting when there were fewer directors than permitted, contrary to Article 10.1 of the Company's articles of association, be and is hereby ratified and confirmed.
- 2 That the company hereby unconditionally and irrevocably waives, releases and discharges any and all claims or rights of action that it may have against Giovanni Tivan, or any other director of the Company, resulting from, arising out of or in relation to the subject matter of Resolution 1 above.
- 3 That, in accordance with Article 10.1 of the Company's articles of association, the minimum number of directors of the Company going forward be one

Please read the Notes at the end of this document before signifying your agreement to the Resolutions below

**BY ORDER OF THE BOARD**

*Giovanni Tivan*

Director of iTouch Finance 1 Limited



## **AGREEMENT**

**WE THE UNDERSIGNED**, being the sole member of the Company on the Circulation Date,  
**HEREBY IRREVOCABLY AGREE** to the Resolutions

A handwritten signature in black ink, appearing to read 'Fernando', is written over a horizontal line.

Fernando Gonzalez-Mesones Sañudo  
duly authorised signatory  
for and on behalf of  
**Buongiorno MyAlert S.A.**

Dated 5 September 2014

## NOTES

- 1 To signify your agreement to the Resolutions you should sign and date this document where indicated above and return it to the Company by returning the signed copy by post to Jonathan Yeo at Baker & McKenzie LLP, 100 New Bridge Street, London EC4V 6JA or attaching a scanned copy of the signed document to an e-mail and sending it to [jonathan.yeo@bakermckenzie.com](mailto:jonathan.yeo@bakermckenzie.com)
- 2 Once you have signified your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse
- 4 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
- 5 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
- 6 A copy of this document was sent to the Company's auditors on the Circulation Date