

# LILESTONE HOLDINGS LIMITED 100 New Bridge Street, London, EC4V 6JA Company No. 05551556 (the "Company")

#### SOLE MEMBER'S WRITTEN RESOLUTION

26 January 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following Resolutions are passed (the "Resolution"):

## **ORDINARY RESOLUTION**

1. THAT the directors be and are generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company ("Rights"), up to an aggregate nominal amount of €5,500,000 for a period expiring 5 years from the date of this resolution 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 be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

### SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1 above, the directors be and are empowered pursuant to section 570 Companies Act 2006 ("CA 2006") to allot equity securities (within the meaning of section 560(1) CA 2006) pursuant to the authority conferred by resolution 1 as if section 561 CA 2006 did not apply to the allotment, provided that the power conferred by this resolution will expire 5 years from the date of this resolution save that the Company may before the expiry of this power 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 such offer or agreement as if the power conferred by this resolution had not expired.

# **ORDINARY RESOLUTION**

- 3. THAT the terms of the draft:
  - (i) Convertible Loan Agreement ("CLA") in respect of a loan to be made to the Company by Wings Spread Investments Limited ("Subscriber") in the amount of €5,500,000; and
  - (ii) Debenture and Guarantee, as between as the Company and the Subscriber ("Debenture").

be and are hereby approved and the directors of the Company be and are hereby authorised to enter into and complete the above documents for and on behalf of the Company, and in the case of the CLA, as a Deed.

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

BY ORDER OF THE BOARD

Name: TAEK 12EN LOW

Capacity: DIRECTOR

## **AGREEMENT**

WE THE UNDERSIGNED, being the sole member of the Company on \_2 FEBRUARY 2017, HEREBY IRREVOCABLY AGREE to the Resolution.

Name: MICHAEL PEARSON OF FFP (DIRECTORS) LIMITED

duly authorised signatory

for and on behalf of J W Silk (BVI) Limited

Dated: 2 FEBRUARY 2017 .....

### NOTES

1. To signify your agreement to the Resolution you should sign and date this document where indicated above and return it to the Company by attaching a scanned copy of the signed document to an e-mail and sending it to

Once you have signified your agreement to the Resolution, you may not revoke your agreement.

Unless, by 23 February 2017, sufficient agreement has been received for the Resolution to pass, it will lapse.



COMPANY NAME:

LILESTONE HOLDINGS LIMITED

**COMPANY NUMBER:** 

05551556

Unnecessary material within the Resolution were administratively removed from the public register on 21/07/2017.