

Registered Number 05941335

BRIGHTSIDE GROUP LIMITED
(the "Company")

SHAREHOLDERS' WRITTEN RESOLUTION

CIRCULATION DATE 25 May 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as an ordinary resolution in accordance with section 282 of the Companies Act 2006

ORDINARY RESOLUTION

- 1 **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £1,750,000. This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than 5 years from the date of the resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused.

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INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

- 1 Eligible members are members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The procedure for signifying agreement by an eligible member to the written resolutions is as follows
 - A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolution
 - The document must be sent to the Company in hard copy form by hand or by post by delivering or posting the signed copy to Brightside Group Limited, Brightside Park Severn Bridge, Aust, Bristol, BS35 4BL
 - A member's agreement to a written resolution, once signified, may not be revoked
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it
- 3 The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 Companies Act 2006)
- 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 names of the joint holder appear in the Register of Members
- 5 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

I, being an eligible (and the sole) member of the Company

- 1 confirm that I have received a copy of the above written resolution in accordance with section 291 Companies Act 2006, and
- 2 hereby resolve and agree that the above resolution is passed as a written resolution pursuant to section 288 Companies Act 2006 and that such resolution shall take effect as ordinary resolution

For and on behalf of **Belvedere Bidco Limited**

Signed ☒ 

Name ☒ ECLYPTIC GREEN

Date 25 May 2016

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BRIGHTSIDE GROUP LIMITED
(the "Company")

SHAREHOLDERS' WRITTEN RESOLUTION

On 25 May 2016, the following resolution was duly passed as a written resolution in accordance with the requirements of sections 288 to 300 of the Companies Act 2006 by the requisite majority of eligible members of the Company

ORDINARY RESOLUTION

- 1 **THAT** the directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant rights to subscribe for or to convert any security into shares up to an aggregate nominal amount of £1,750,000 This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than 5 years from the date of the resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired, and this authority shall be in substitution for all existing authorities to allot to the extent unused

x 

Director/Secretary