

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

OF

**SP MARKET LIMITED
("the Company")**

Company Number 06845733

At a general meeting of the company held at 14-22 Elder Street, London, E1 6BT on 3rd November 2016.

the following resolutions were passed as a Special Resolution.

SPECIAL RESOLUTION:

That in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot A ordinary shares of £0.01 in the Company up to an aggregate nominal amount of £8.71 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of this resolution.


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Director/Secretary

3rd November 2016

THURSDAY



A20 *A686COQO* #217
08/06/2017
COMPANIES HOUSE

MINUTES OF A BOARD MEETING

OF

**SP MARKET LIMITED
("the Company")**

Company Number 06845733

Minutes of a meeting of the Board of Directors

held at 14-22 Elder Street, London, E1 6BT, England on 3rd November 2016.

Present Amit DOSANI
 Benjamin Francis O'BRIEN
 Daniel Stuart O'NEILL
 Andrew Daniel WOLFSON

Apologies

Chairperson

Benjamin Francis O'BRIEN was appointed chairperson of the meeting.

Notice and quorum

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

Interests in proposed transactions and/or arrangements with the company

Each director present declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's Articles of Association, as follows:

Amit DOSANI declares NONE
Benjamin Francis O'BRIEN declares NONE
Daniel Stuart O'NEILL declares NONE
Andrew Daniel WOLFSON declares NONE

Business of the meeting

The chairperson reported that in the General Meeting held immediately prior to this meeting the following Special Resolution had been passed;

SPECIAL RESOLUTION:

That in accordance with section 551 of the Companies Act 2006, the directors of the Company (Directors) be generally and unconditionally authorised to allot A ordinary shares of £0.01 in the Company up to an aggregate nominal amount of £8.71 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the first anniversary of the date of this resolution.

The Directors agreed to allot 871 new shares in the company as detailed below:-

Allotment of new Shares

The Company Secretary or chairperson reported that the following person has applied for shares in the Company:

PEMBROKE VCT PLC has applied for 871 £0.01 A Ordinary Shares.

(altogether known as the "Transaction").

Documents produced to the meeting:

- Form SH01 - to be filed with the Registrar of Companies immediately following this meeting; and
- Signed Special Resolution

Resolutions and filing

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole. IT WAS FURTHER RESOLVED that the above shares should be allotted and credited as fully paid and the Director or Company Secretary (if appointed) shall issue a share certificate to the person set out above for their shares, as soon as possible following the conclusion of this meeting.

Filing

The Company Secretary (or such other person as the chairperson may elect) shall make all necessary and appropriate entries in the books and registers of the Company and file all appropriate paperwork with the Registrar of Companies.

Close

There was no further business and the chairperson declared the meeting closed.

A handwritten signature in black ink, appearing to be 'B. O'Brien', written over a dotted line.

Benjamin Francis O'BRIEN - Chairperson

MEMBERS FORM OF CONSENT

OF

SP MARKET LIMITED
("the Company")

Company Number 06845733

To the Directors

We, the undersigned, being the holders of 90% or more in nominal value of the shares of the above named company, do hereby confirm we consented a General Meeting of the Company to be held on 3rd November 2016 (notwithstanding that the meeting was called by shorter notice than that specified in section 307 of the Companies Act 2006).

Members signatures and names



B.F. O'BRIEN

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Date: 22 May 2017

MEMBERS FORM OF CONSENT

OF


**SP MARKET LIMITED
("the Company")**

Company Number 06845733

To the Directors

We, the undersigned, being the holders of 90% or more in nominal value of the shares of the above named company, do hereby confirm we waived our rights under section 22 of the Company's Articles of Association dated 13 June 2014, in respect of the share issue dated 3rd November 2016.

Members signatures and names

	B.F. O'BRIEN
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Date: 22 May 2017

MEMBER'S FORM OF CONSENT

OF

SP MARKET LIMITED
("the Company")

Company Number: 00845733

To the Directors

We the undersigned, being the holders of 50% or more in nominal value of the shares of the above named company, do hereby certify we consented a General Meeting of the Company to be held on 27 November 2015 (notwithstanding that the Companies Act 2006) was called by shorter notice than that specified in section 307 of the Companies Act 2006).

Members' names and names

 DANIEL OMBILI

Date:

23/5/2017

MEMBERS FORM OF CONSENT

OF

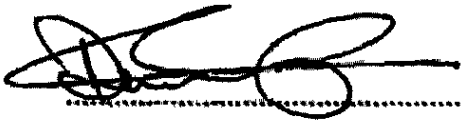
**SP MARKET LIMITED
("the Company")**

Company Number 06845733

To the Directors

We, the undersigned, being the holders of 90% or more in nominal value of the shares of the above named company, do hereby confirm we waived our rights under section 22 of the Company's Articles of Association dated 13 June 2014, in respect of the share issue dated 3rd November 2018.

Members signatures and names



DANIEL O'NEILL

Date: 23/5/2017

MEMBERS FORM OF CONSENT

OF

**SP MARKET LIMITED
("the Company")**

Company Number 06845733

To the Directors

We, the undersigned, being the holders of 90% or more in nominal value of the shares of the above named company, do hereby confirm we consented a General Meeting of the Company to be held on 3rd November 2016 (notwithstanding that the meeting was called by shorter notice than that specified in section 307 of the Companies Act 2006).

Members signatures and names



Amit Dosani

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Date:

MEMBERS FORM OF CONSENT

OF

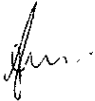
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("the Company")**

Company Number 06845733

To the Directors

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Members signatures and names

	
.....	Amit Dosani

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Date:

MEMBERS FORM OF CONSENT

OF

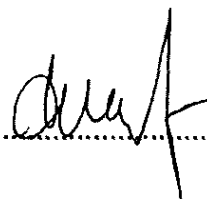
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("the Company")**

Company Number 06845733

To the Directors

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Members signatures and names

ANDREW WOLFON 

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Date: 5/6/17

MEMBERS FORM OF CONSENT

OF

**SP MARKET LIMITED
("the Company")**

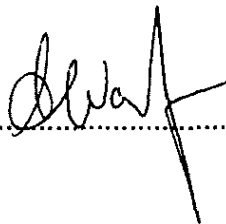
Company Number 06845733

To the Directors

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Members signatures and names

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ANDREW WOLFSON

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Date: 5/6/17