

**Company number: 06907847**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN SPECIAL RESOLUTION**

**Of**

**MARKETDEVELOPER LTD**

Date 22/11/2016

## **DEFINITIONS**

**CA 2006:** Companies Act 2006

**Company:** **MARKETDEVELOPER LTD** a company incorporated in England and Wales under registered number 06907847

**Directors:** the board of directors of the Company (or a duly constituted committee of the directors of the Company)

### **1. AUTHORITY TO ALLOT**

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (or a duly constituted committee of the directors) (**Directors**) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £87 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 22/11/2021 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

### **2. DISAPPLICATION OF PRE-EMPTION RIGHTS**

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall

#### **2.1**

be limited to the allotment of equity securities up to an aggregate nominal amount of £87, and

#### **2.2**

expire on 22/11/2021 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity



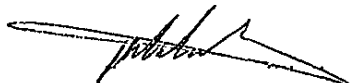
securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 22/11/2016 (date) hereby irrevocably agrees to the Resolution

Signed by JULIA SCHULZ



(PRINT NAME)

Date

25/11/16

## NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version, either by hand, by post or by email to – **Address: Attwells Solicitors LLP, 88 St John's Wood High Street London NW8 7SH.**  
**Email Address: [kerry.taylor@attwells.com](mailto:kerry.taylor@attwells.com)**

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything You will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless by 20/12/2016 (28 days following the date of this resolution) sufficient agreement is received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date