

Company number 7330525

WRITTEN RESOLUTIONS

of

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE 12 JUNE 2013

TUESDAY



A12 *A2E7UPH0* 06/08/2013 #175
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions (1, 2 and 3) below are passed as special resolutions (together **the Resolutions**)

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

- 1 THAT Graham Platts be issued a total of 2,487 Ordinary Shares in the amount of £0.01 each, each having the rights and restrictions as set out in the articles of association of the Company attached hereto in Schedule 1,
- 2 THAT the directors of the Company are generally and unconditionally authorised in accordance with the Companies Act 2006 and in substitution for any existing authority conferred on them, to exercise all the powers of the Company to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £25 for a period of five years from the date on which this resolution is passed, save that the Company may, before the expiry of such period, make any offer(s) or enter into any agreement(s) 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 pursuant to any such offer or agreement as if this authority had not expired
- 3 THAT the pre-emption rights set out in the articles of association be hereby waived and disapplied in respect of the allotment of the 2,487 Ordinary Shares to be issued in accordance with Resolution 1

AGREEMENT

The undersigned, being ordinary shareholders entitled to vote on the above Resolutions hereby irrevocably agree to those Resolutions as indicated above

AS

Signed

Dated

CMG Partners

Anil Stocker



14/06/2013

William Kirby

Charles Delingpole

Peter Kirby

Ivan Levy

Ilya Kondrashov

Albert Stocker

Michele Azzola

David Gebbie

Charles Walker



Breezy Holdings Ltd

Demeter SAS

Berryfield Ventures
Corp.

Assetsfield Holdings
Ltd

Caroline Worboys

NOTES

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- **By Hand** delivering the signed copy to Athena Markides at 35 South Street, London, W1K 2XE
- **Post** returning the signed copy by post to the Company's registered office

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Berryfield Ventures
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Caroline Worboys



18th June 2013

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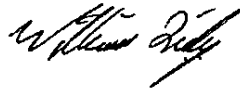
Signed

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CMG Partners

Anil Stocker

William Kirby



19/6/13.

Charles Delingpole

Peter Kirby

Ivan Levy

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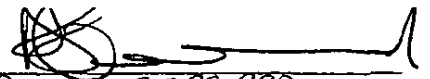
Ilya Kondrashov

Albert Stocker

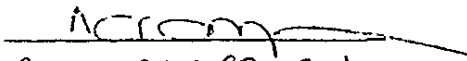
Michele Azzola

David Gebbie

Charles Walker


PHILLIPPA S ORCHARD
DIRECTOR

Breezy Holdings Ltd


ANNE-MARIE CRAMPIN
DIRECTOR 19/6/13

Demeter SAS

Berryfield Ventures
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Caroline Worboys

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William Kirby

Charles Delingpole

Peter Kirby

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David Gebbie

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June 12, 2013

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Company number 7330525

WRITTEN RESOLUTIONS

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A12

U6/08/2013
COMPANIES HOUSE

#182

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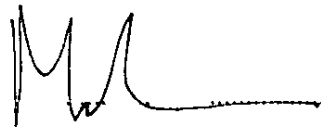
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Ivan Levy

Ilya Kondrashov

Albert Stocker

Michele Azzola

A handwritten signature in black ink, appearing to be 'Michele Azzola', with a long horizontal stroke extending to the right.

14 / 6

David Gebbie

Charles Walker

Breezy Holdings Ltd

Demeter SAS

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WRITTEN RESOLUTIONS

of

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 12 JUNE 2013

00/00/2013
COMPANIES HOUSE

#184

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions (1, 2 and 3) below are passed as special resolutions (together **the Resolutions**).

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

- 1 THAT Graham Platts be issued a total of 2,487 Ordinary Shares in the amount of £0.01 each, each having the rights and restrictions as set out in the articles of association of the Company attached hereto in Schedule 1,
2. THAT the directors of the Company are generally and unconditionally authorised in accordance with the Companies Act 2006 and in substitution for any existing authority conferred on them, to exercise all the powers of the Company to grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £25 for a period of five years from the date on which this resolution is passed, save that the Company may, before the expiry of such period, make any offer(s) or enter into any agreement(s) 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 pursuant to any such offer or agreement as if this authority had not expired
- 3 THAT the pre-emption rights set out in the articles of association be hereby waived and disapplied in respect of the allotment of the 2,487 Ordinary Shares to be issued in accordance with Resolution 1

AGREEMENT

The undersigned, being ordinary shareholders entitled to vote on the above Resolutions hereby irrevocably agree to those Resolutions as indicated above.



Signed:

Dated.

CMG Partners

Anil Stocker

William Kirby

Charles Delingpole

Peter Kirby

Ivan Levy

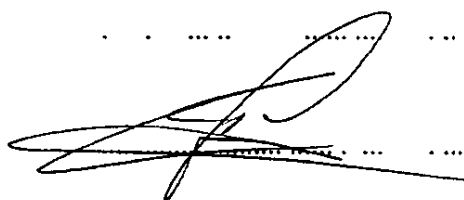
Ilya Kondrashov

Albert Stocker

Michele Azzola

David Gebbie

Charles Walker



12.6.2013



Breezy Holdings Ltd.

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Demeter SAS

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Berryfield Ventures
Corp.

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Assetsfield Holdings
Ltd

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Caroline Worboys

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NOTES

1 You may choose to agree to ALL of the Resolutions, or NONE of them, but cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods

- **By Hand.** delivering the signed copy to Athena Markides at 35 South Street, London, W1K 2XE
- **Post** returning the signed copy by post to the Company's registered office

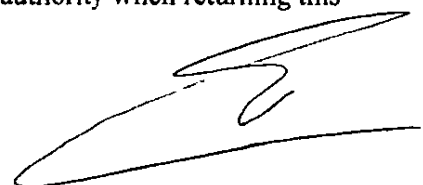
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5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

6. 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.



Company number 7330525

WRITTEN RESOLUTIONS

of

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE 12 JUNE 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions (1, 2 and 3) below are passed as special resolutions (together the **Resolutions**)

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AGREEMENT

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Signed

Dated

CMG Partners

Anil Stocker

William Kirby

Charles Delingpole

Peter Kirby

Ivan Levy

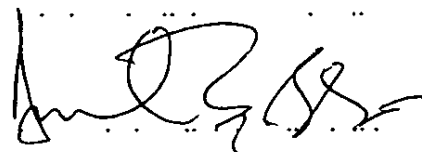
Ilya Kondrashov

Albert Stocker

Michele Azzola

David Gebbie

Charles Walker



Breezy Holdings Ltd.

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Demeter SAS

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Berryfield Ventures
Corp

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Assetsfield Holdings
Ltd.

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Caroline Worboys

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Company number 7330525

WRITTEN RESOLUTIONS

of

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE: 12 JUNE 2013

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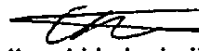
Ilya Kondrashov

Albert Stocker

Michele Azzola

David Gebbie

Charles Walker



23/5/13

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[illegible]

A. B. C. D. E. F. G. H. I. J. K. L. M. N. O. P. Q. R. S. T. U. V. W. X. Y. Z.

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3

Company number 7330525

WRITTEN RESOLUTIONS

of

A12

06/08/2013
COMPANIES HOUSE

#187

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE 12 JUNE 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions (1, 2 and 3) below are passed as special resolutions (together the **Resolutions**)

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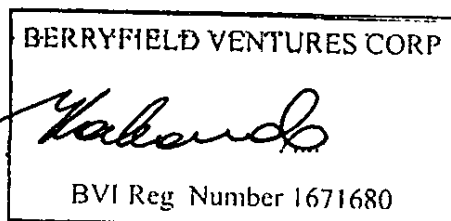
Breezy Holdings Ltd

Demeter SAS

Berryfield Ventures
Corp

Assetsfield Holdings
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Caroline Worboys



13/6/2013

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Company number 7330525

WRITTEN RESOLUTIONS

of

MARKETINVOICE LIMITED (the "Company")

A PRIVATE COMPANY LIMITED BY SHARES

CIRCULATION DATE 12 JUNE 2013

A12

"AZE/UPJS"
06/08/2013
COMPANIES HOUSE

#188

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions (1, 2 and 3) below are passed as special resolutions (together **the Resolutions**)

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24/06/2013

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