

THE COMPANIES ACT 2006

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PRIVATE COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTIONS

of

THE MEANINGFUL SHOE COMPANY LTD (the "Company")

5 Nov 2012  
("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions be passed as written resolutions of the Company, having effect as ordinary and special resolutions as indicated below (the "Resolutions") -

ORDINARY RESOLUTION

- 1 THAT the Directors be hereby generally and unconditionally authorised, in accordance with section 551 of the Act, to allot shares in the Company or grant rights to subscribe for or to convert any security into such shares in the Company ("Rights") up to a maximum aggregate nominal amount of £1 77, provided that this authority will expire on the date being five years from the date on which this resolution is passed, but the Company may before this authority expires make an offer or agreement which would or might require shares to be allotted or Rights to be granted after this authority expires and the Directors may allot shares or grant Rights pursuant to such offer or agreement as if this authority had not expired R10

SPECIAL RESOLUTION

- 2 THAT, subject to the passing of resolution 1, the Directors be hereby given power in accordance with section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority conferred by resolution 1 above as if section 561(1) of the Act any pre-emption provisions in the Company's articles of association, or any other pre-emption right howsoever arising did not apply to the allotment, provided that such power shall expire when the authority conferred by resolution 1 is revoked or expires unless previously renewed, varied or revoked by the Company in general meeting but 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 that offer or agreement as if this power had not expired R11

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16/11/2012

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COMPANIES HOUSE

## AGREEMENT

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

The undersigned, being the shareholders entitled to vote on the above Resolutions on 18 May 2012, hereby irrevocably agree to the Resolutions -

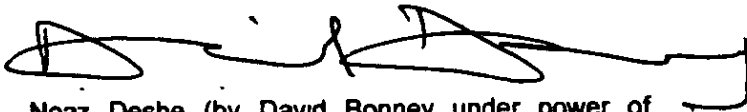


David Bonney



Robert Austin Carter

Christopher John Forrest



Noaz Deshe (by David Bonney under power of attorney)

Judie Lannon

Jakob Miller

John Kearon

Sebastian Wendland

Dennis Werner

Wolfgang Schaeffer



Tim Whelan

Maurice Redmond

Julia Schumacher

Matt Sadler

Fabian Stelzer

Aina Ørebech

Eliza Karmasalo

Mikael Emtinger

Jan Rasmus Voss

Dated 5 Nov 2012

## NOTES

- 1 If you agree to all of the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods -
  - **By Hand** delivering the signed copy to Robert Carter at the registered office of the Company, or
  - **Email** returning the signed copy by email to robertaustincarter@gmail com,

If you do not agree to all of the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 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 the names of the joint holders appear in the register of members
- 5 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