

Company Number 07565940

Circulation date 20th June 2013

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
CAPERFLY LIMITED
(the "Company")**

THURSDAY



A10 *A2GS84VN* 12/09/2013 #199
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of The Companies Act 2006, the directors of the Company propose that resolutions numbered 1 and 2 be passed as special resolutions (the "Resolutions")

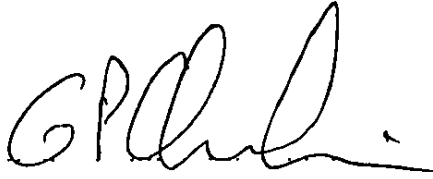
SPECIAL RESOLUTIONS

- 1 THAT in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot up to 60,000 ordinary shares of £0 00000826 each in the Company for a subscription price of no less than £0 50 per ordinary share issued, provided that this authority shall, unless renewed, varied or revoked by the Company expire on the first anniversary of the date of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 2 THAT subject to the passing of the resolution numbered 1 above the directors be generally empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) of the Company for cash pursuant to the authority granted by that resolution as if article 4 of the Company's articles of association did not apply to any such allotment provided that this authority shall, unless renewed, varied or revoked by the Company expire on the fifth anniversary of the date of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Passed 20TH of JUNE 2013

I, Gavin Cheshire, signing on behalf of the Company, as director, confirm that the above Resolutions were duly passed as written resolutions of the Company on the date set out above

Signed

A handwritten signature in black ink, appearing to read 'G Cheshire', written over a horizontal line.

Director