

Company Number: 7648443

PHOTOBOX HOLDCO LIMITED

(the "Company")

MEMBERS' SPECIAL RESOLUTIONS

The following written resolutions were passed as special resolutions by the members of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 on 3 December 2013

SPECIAL RESOLUTIONS

- 1 **THAT** the directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot any shares in the Company up to an aggregate maximum nominal amount of **£34.20** for a period expiring (unless renewed, varied or revoked by the Company in general meeting) on a date five years from the date of this resolution save that the Company shall be entitled to make, prior to the expiry of such authority, any offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired and the authority granted by this resolution shall replace all existing authorities to allot relevant securities (as defined in section 80(2) of the Companies Act 1985) or any shares in the Company previously granted to the directors pursuant to section 80 of the Companies Act 1985 or section 551 of the Act 2006,
- 2 **THAT** the directors be empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 561 of the Act did not apply to such allotment, provided that this power shall be limited to allotments of equity securities up to an aggregate maximum nominal amount of **£34.20** and such power shall expire upon expiry of the general authority conferred under paragraph 1 above, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired, and



Abogado Nominees Limited

Company Secretary

WEDNESDAY



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26/02/2014

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