

ROOFOODS LTD (the **Company**)

(Registered in England - No. 08167130)

WRITTEN RESOLUTIONS

ORDINARY AND SPECIAL RESOLUTIONS

CIRCULATION DATE: 9 September 2017

Pursuant to Chapter 2 of Part 13 Companies Act 2006 the directors of the Company propose that the following resolutions are passed in accordance with sections 282 and 283 of the Companies Act 2006:

- Resolution 1 below is passed as a special resolution (**Special Resolution**); and
- Resolution 2 below is passed as an ordinary resolution (**Ordinary Resolution**).

SPECIAL RESOLUTION

- 1 *THAT*, subject to completion of the subscription agreement to be entered into between the Series F Investors (as defined therein) and the Company (**Subscription Agreement**), the articles of association annexed to this resolution (**Articles of Association**) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

ORDINARY RESOLUTION

- 2 *THAT*, subject to completion of the Subscription Agreement and the Special Resolution being passed, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot Series F convertible preferred shares of £0.0001 each in the capital of the Company and to grant rights to subscribe for or to convert any security into such shares up to an aggregate nominal value of £141.4145.

This authority shall expire (unless previously varied as to duration, revoked or renewed by the Company) on a date being not more than five years from the date of this resolution, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

TUESDAY

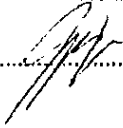


A6ESQROA
A01 12/09/2017 #116
COMPANIES HOUSE

Written Shareholder Resolutions

These resolutions may be signed in any number of counterparts.

By Order of the Board:


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.....

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

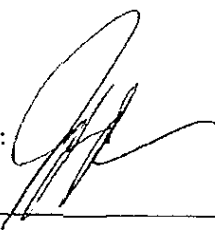
- 1 Eligible members are members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
- 2 The procedure for signifying agreement by an eligible member to the written resolutions is as follows:
 - A member signifies his agreement to the proposed written resolutions when the Company receives from him (or someone acting on his behalf) an authenticated document which both identifies the resolutions to which it relates and indicates his agreement to the resolutions.
 - The document must be sent to the Company in electronic form by attaching a scanned copy of the signed document to an e-mail and sending it to chantelle.zemba@deliveroo.co.uk.
 - A member's agreement to a written resolution, once signified, may not be revoked.
 - A written resolution is passed when the required majority of eligible members has signified their agreement to it.
- 3 The period for agreeing to the written resolutions is the period of 28 days beginning with the circulation date (see section 297 of the Companies Act 2006).
- 4 If you are signing this document on behalf of a member of the Company under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTIONS

We being eligible members of the Company:

- 5 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
- 6 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions and special resolutions (as applicable).

Signed:



Date:

William Shu

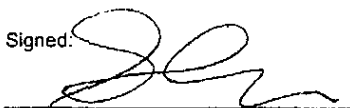
Signed:



Date:

GO ROO TRUST (acting via its sole trustee Greg Orlowski)

Signed:



Date:

Greg Orlowski

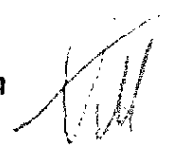
ACCEL LONDON IV, L.P.

acting by **By Accel London Management Limited**
its Manager

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)
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Kris Allen
Director

(Director)



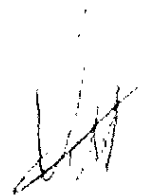
ACCEL LONDON INVESTORS 2014 L.P.

acting by **By Accel London Management Limited**
its Manager

)
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Kris Allen
Director

(Director)



DST GLOBAL V CO-INVESTMENT FUND, L.P)

acting by:)

DST Managers V Limited)

(its *General Partner*))



Despoina Zinonos (*Director*)

DST INVESTMENTS XIV, L.P)

acting by:)

DST Managers V Limited)

(its *General Partner*))

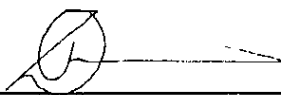

Despoina Zinonos (*Director*)

DST GLOBAL V, L.P.)

acting by:)

DST Managers V Limited)

(its *General Partner*))

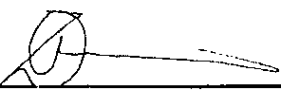

Despoina Zinonos (*Director*)

DST GLOBAL V CO-INVEST, L.P.)

acting by:)

DST Managers V Limited)

(its *General Partner*))


Despoina Zinonos (*Director*)

YUCCA (JERSEY) SLP acting by Intertrust Employee)
Benefit Services Limited as Authorised Signatory)
of Yucca (Jersey) SLP in its capacity as)
administrator of the Index Co-Investment Scheme)



Authorised Signatory - Intertrust Employee
Benefit Services Limited

INDEX VENTURES GROWTH II (JERSEY), L.P.)
acting by its Managing General Partner, Index)
Venture Growth Associates II Limited)

By:)

(Director)

INDEX VENTURES GROWTH II PARALLEL)
ENTREPRENEUR FUND (JERSEY), L.P. acting)
by its Managing General Partner, Index Venture)
Growth Associates II Limited)

By:)

(Director)

YUCCA (JERSEY) SLP acting by Elian Employee
Benefit Services Limited as Authorised Signatory
of Yucca (Jersey) SLP in its capacity as
administrator of the Index Co-Investment Scheme

)
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)
) _____
(Authorised Signatory – Elian
Employee Benefit Services Limited)

INDEX VENTURES GROWTH II (JERSEY), L.P.
acting by its Managing General Partner, Index
Venture Growth Associates II Limited

By: **N.T. Greenwood**
Director

)
)
)
) _____
(Director)

**INDEX VENTURES GROWTH II PARALLEL
ENTREPRENEUR FUND (JERSEY), L.P.** acting
by its Managing General Partner, Index Venture
Growth Associates II Limited

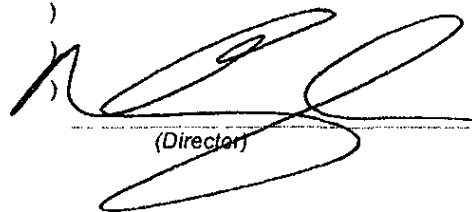
By: **N.T. Greenwood**
Director

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) _____
(Director)

INDEX VENTURES VII (JERSEY), L.P. acting by
its Managing General Partner, Index Venture
Associates VII Limited

By:

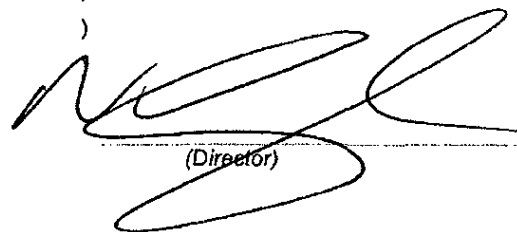
N.T. Greenwood
Director

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(Director)

INDEX VENTURES VII PARALLEL
ENTREPRENEUR FUND (JERSEY), L.P. acting
by its Managing General Partner, Index Venture
Associates VII Limited

By:

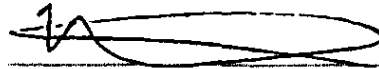
N.T. Greenwood
Director

)
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(Director)

GCP-ROO, LTD. acting by:

(print name of director)

)



)

(Director)

)

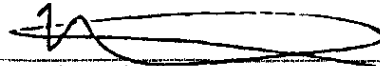
)

Benjamin Peretz

GCP-ROO I, LTD. acting by:

(print name of director)

)



)

(Director)

)

)

Benjamin Peretz

GCP-ROO II, LTD. acting by:


Greenoaks Capital Partners LLC
(its Manager)

)

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Benjamin Peretz *(Managing Director)*

GCP-ROO III, LTD. acting by:

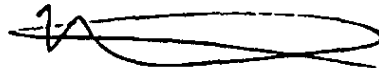
(print name of director)

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(Director)

Benjamin Peretz

GREENOAKS CAPITAL MS LP – GCP-MAP)
LP SERIES)

By: GREENOAKS CAPITAL MS)
MANAGEMENT LLC)

By: 

Name: Neil Mehta

Title: Manager

Address: 535 Pacific Avenue, 4th Floor
San Francisco, CA 94133

GREENOAKS CAPITAL MS LP – GCP-MAP II)
LP SERIES)

By: 


Name: Neil Mehta

Title: Manager

Address: 535 Pacific Avenue, 4th Floor
San Francisco, CA 94133

GREENOAKS CAPITAL MS LP – NABOO)
SERIES)

By: GREENOAKS CAPITAL MS)
MANAGEMENT LLC)

By: )

Name: Neil Mehta

Title: Manager

Address: 535 Pacific Ave, 4th Floor
San Francisco, CA 94133

BRIDGEPOINT EUROPE V 'A1' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:
Title:

Antoine Froeh
Attorney

BRIDGEPOINT EUROPE V 'A2' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:
Title:

Antoine Froeh
Attorney

BRIDGEPOINT EUROPE V 'A3' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:
Title:

Antoine Froeh
Attorney

BRIDGEPOINT EUROPE V 'B1' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:
Title:

Antoine Froeh
Attorney

BRIDGEPOINT EUROPE V 'B2' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name: ANNE FLOTH
Title: ATTORNEY

BRIDGEPOINT EUROPE V 'B3' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name: ANNE FLOTH
Title: ATTORNEY

BRIDGEPOINT EUROPE V 'B4' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name: ANNE FLOTH
Title: ATTORNEY

BRIDGEPOINT EUROPE V 'B5' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name: ANNE FLOTH
Title: ATTORNEY

BRIDGEPOINT EUROPE V 'C' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:

Title:

ANDREW FROTH
ATTORNEY

BRIDGEPOINT EUROPE V 'D' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:

Title:

ANDREW FROTH
ATTORNEY

BRIDGEPOINT EUROPE V 'E' L.P.

acting by:

Bridgepoint Advisers Limited
(its Manager)

Name:

Title:

ANDREW FROTH
ATTORNEY

GENERAL CATALYST GROUP, VII L.P.)

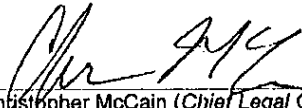
acting by:)

General Catalyst Partners VII, L.P.)

(its *General Partner*)

General Catalyst GP VII, LLC

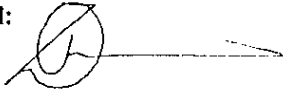
(its *General Partner*)


Christopher McCain (*Chief Legal Officer*)

Written Shareholder Resolutions

OTHER SHAREHOLDERS

Signed:

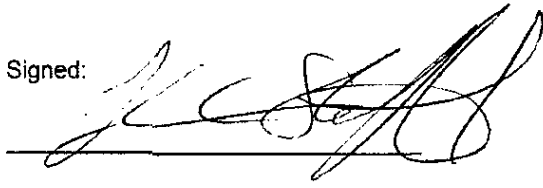
A handwritten signature in black ink, consisting of a stylized capital 'D' followed by a cursive 'Z' and a horizontal line extending to the right.

Despoina Zinonos

Date:

APOLETTO LIMITED

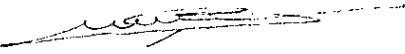
Signed:

A handwritten signature in black ink, appearing to read 'T. Stafford', is written over a horizontal line.

Date:

THOMAS STAFFORD

Signed:



Date:

HUMMINGBIRD OPPORTUNITY FUND

COMM. VA.

Represented by, Barend Van den Brande,
Managing Partner

HOXTON VENTURES FUND I OPPORTUNITIES I, L.P.)

acting by:

acting by Hoxton Ventures Fund I G.P. (Mgr), Ltd.)

acting on behalf of Hoxton Ventures Fund I, G.P., L.P.)

(print name of director)


) 
(Director)
David Egglshaw

HOXTON VENTURES FUND I, L.P. acting by:)


acting by Hoxton Ventures Fund I G.P. (Mgr), Ltd.)

acting on behalf of Hoxton Ventures Fund I, G.P., L.P.)

(print name of director)

) 
(Director)
David Egglshaw

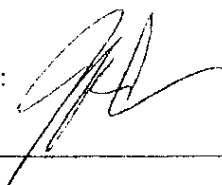
Signed:



Date:

PHILIP WEI *(signed by William Shu acting under power of attorney)*

Signed:



Date:

GILES THORLEY *(signed by William Shu acting under power of attorney)*

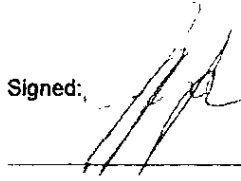
Signed:



Date:

GRAHAM TURNER *(signed by William Shu acting under power of attorney)*

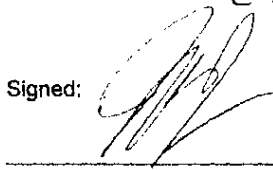
Signed: _____



Date: _____

FABIAN CHROBOG *(signed by William Shu acting under power of attorney)*

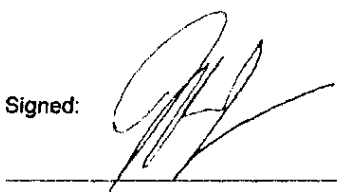
Signed: _____



Date: _____

DAVID KLEIN *(signed by William Shu acting under power of attorney)*

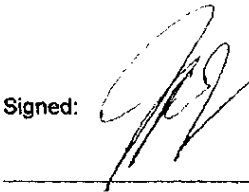
Signed: _____



Date: _____

RINALDO OLIVARI *(signed by William Shu acting under power of attorney)*


Signed: _____



Date: _____

ANNA LUISA KUCKIEWICZ *(signed by William Shu acting under power of attorney)*

Signed:



Date:

FARIS RAHMAN *(signed by William Shu acting under power of attorney)*

Signed:



Date:

DAVID PEARSON *(signed by William Shu acting under power of attorney)*

Signed:



Date:

Paul Chiappe

Signed:


Date:

John Reed

Signed: 

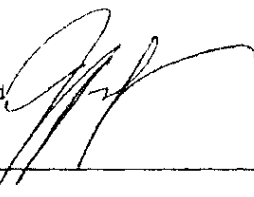
Date: _____

SHUKRI SHAMMAS *(signed by William Shu acting under power of attorney)*

Signed: 


Date: _____

SWORDFISH INVESTMENTS LLP *(signed by William Shu acting under power of attorney)*

Signed: 


Date: _____

ALVARO ÁLVAREZ DEL RÍO *(signed by William Shu acting under power of attorney)*

Signed: 

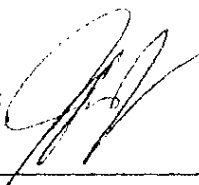
Date: _____

UPTON INVESTMENT HOLDINGS LTD *(signed by William Shu acting under power of attorney)*

Signed: 

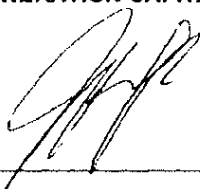
Date:

HIGH TIDE (BERMUDA) LTD *(signed by William Shwachug under power of attorney)*

Signed: 

Date:


FIRST GENERATION CAPITAL LTD *(signed by William Shwachug under power of attorney)*

Signed: 

Date:

ARJUN MENON *(signed by William Shwachug under power of attorney)*

Signed:



Date:

MARTINO GHEZZI (signed by William Shwachug under power of attorney)

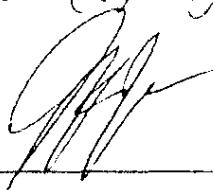
Signed:



Date:

PETER LEGLER (signed by William Shwachug under power of attorney)

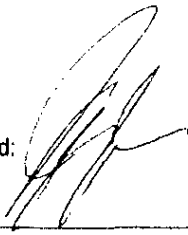
Signed:



Date:

TYLER SOSIN (signed by William Shwachug under power of attorney)

Signed:



Date:

LAMA KANAZEH (signed by William Shu acting under power of attorney)

Signed:



Date:

NINA FAULHABER (signed by William Shu acting under power of attorney)

Signed:



Date:

GRAEME HENDERSON (signed by William Shu acting under power of attorney)

Signed:



Date:

CHRISTOPHER KELLY (signed by William Shu acting under power of attorney)

Signed:

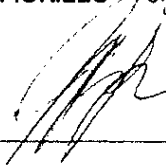


Date:

DIEGO FIORILLO

(signed by William Shu acting under power of attorney)

Signed:

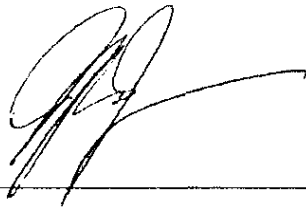


Date:

GABRIEL PLOTKIN

(signed by William Shu acting under power of attorney)

Signed:



Date:

CHRISTIAN RASMUSSEN

(signed by William Shu acting under power of attorney)

Signed:

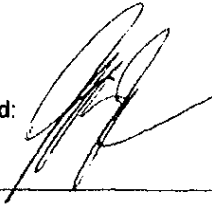


Date:

BRAUNSTONE LTD

(signed by William Shu acting under power of attorney)

Signed:

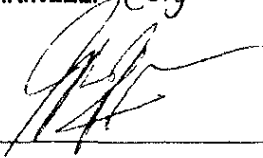


Date:

GIULIA FARINELLI

(signed by William Shu acting under power of attorney)

Signed:

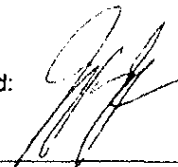


Date:

KHALED HELIOUI

(signed by William Shu acting under power of attorney)

Signed:

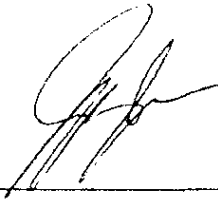


Date:

JASON YEH

(signed by William Shu acting under power of attorney)

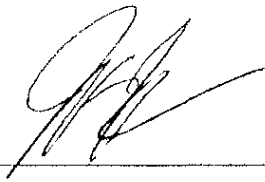
Signed:



Date:

YOAN ENDRES (signed by William Shu acting under power of attorney)

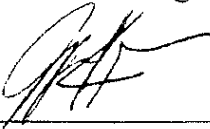
Signed:



Date:

NICOLAS BRUSSON (signed by William Shu acting under power of attorney)

Signed:



Date:

JEREMY DARROCH (signed by William Shu acting under power of attorney)

ECAP TWO LIMITED



acting by:

)
)
)
)

Name:

Title:

Signed:

Date:

HERMES GPE HORIZON CO-INVESTMENT LP

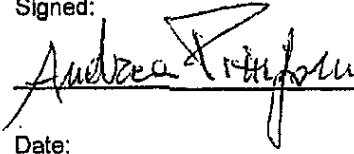
Signed:

Date:

HERMES GPE PEC III LP

Signed:



Date:

Dallas S.R.L.

Signed:



Date:

ADRIEN FALCON (signed by William Shu acting under power of attorney)

FELIX D LP

represented by:


Felix D GP Limited
(its *General Partner*)

)

)

)

)

A handwritten signature in black ink, appearing to read 'Frederic Court', with a long horizontal stroke extending to the right.

Name: Frederic Court

Title: Managing Partner

HIPEP VII PARTNERSHIP FUND L.P.

)

acting by:

)

)

)

HIPEP VII Associates L.P.
(its *General Partner*)

Name: 
Title: (Managing Director)

HIPEP VII Associates LLC
(its *General Partner*)

HarbourVest Partners, LLC
(its *Managing Member*)

HIPEP VII (AIF) PARTNERSHIP FUND L.P.

)

acting by:

)

)

)

HarbourVest Partners (Europe) Limited
(its *Alternative Investment Fund Manager*)

Name: 
Title: (Authorised Person)

HIPEP VII EUROPE FUND L.P.

)

acting by:

)

)

)

HIPEP VII Associates L.P.
(its *General Partner*)

Name: 
Title: (Managing Director)

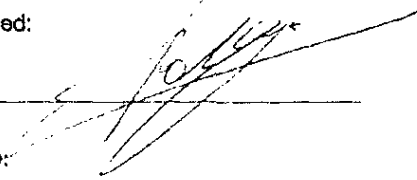
HIPEP VII Associates LLC
(its *General Partner*)

HarbourVest Partners, LLC
(its *Managing Member*)

Signed: Gregory A. Miller

500 P. 24

Signed:

A handwritten signature in black ink, appearing to be 'J. P. ...', is written over a horizontal line.

Date:

RELIQUUM PARTNERSHIP SCSP

Signed:

Date:

NGP III SPV

Signed:

Date:

KIVALINA TWO LIMITED

Signed:

Date:

KLOOF CAPITAL LIMITED (BVI)

Signed:

Date:

RELIQUUM PARTNERSHIP SCSP

Signed:

Date:

NGP III SPV

30 ILSCOE, A-DIRECTOR

Signed:

_____

Date:

11/09/17

KIVALINA TWO LIMITED

Signed:

Date:

KLOOF CAPITAL LIMITED (BVI)

Signed:

Date:

RELIQUUM PARTNERSHIP SCSP

Signed:

Date:

NGP III SPV

Signed:

Date:

KIVALINA TWO LIMITED

Signed:

Stanally

Date:

DIRECTOR
For and on behalf of
Amber Management Limited

KLOOF CAPITAL LIMITED (BVI)

Signed:

Date:

RELIQUUM PARTNERSHIP SCSP

Signed:

Date:

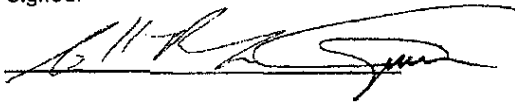
NGP III SPV

Signed:

Date:

KIVALINA TWO LIMITED

Signed:



Date:

11/09/2017

KLOOF CAPITAL LIMITED (BVI)

Signed:

Justin S. Mc / [Signature]

Date:

The Vanderbilt University

THRIVE CAPITAL PARTNERS III, L.P.)

By: THRIVE PARTNERS III GP, LLC,)

Its: General Partner)

By: JK

Name: Joshua Kushner

Title: Managing Partner

Address: 295 Lafayette Street, Suite 701
New York, NY 10012

Witness name: Jessica Teicher

Witness address: 295 Lafayette St

Suite 701, NY, NY 10012

Witness occupation: Executive assistant

JK
[Signature of witness]

THRIVE CAPITAL PARTNERS V, L.P.)

By: THRIVE PARTNERS V GP, LLC,)

Its: General Partner)

By: JK

Name: Joshua Kushner

Title: Managing Partner

Address: 295 Lafayette Street, Suite 701
New York, NY 10012

Witness name: Jessica Teicher

Witness address: 295 Lafayette St

Suite 701, NY, NY 10012

Witness occupation: Executive assistant

JK
[Signature of witness]

CLAREMOUNT TW, L.P.)

By: THRIVE PARTNERS III GP, LLC,)

Its: General Partner)

By: JK)

Name: Joshua Kushner

Title: Managing Partner

Address: 295 Lafayette Street, Suite 701
New York, NY 10012

Witness name: Jessica Teicher

Witness address: 295 Lafayette St.
Suite 701 NY, NY 10012

Witness occupation: Executive assistant

JK
[Signature of witness]

CLAREMOUNT V ASSOCIATES, L.P.)

By: THRIVE PARTNERS V GP, LLC,)

Its: General Partner)

By: JK

Name: Joshua Kushner

Title: Managing Partner

Address: 295 Lafayette Street, Suite 701
New York, NY 10012

Witness name: Jessica Teicher

Witness address: 295 Lafayette St.
Suite 701 NY, NY 10012

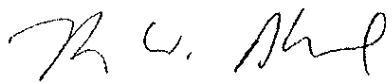
Witness occupation: Executive assistant

JK
[Signature of witness]

HIGH PEAKS SEED VENTURES, L.P.

By: High Peaks Seed Venture Partners, LLC, its
General Partner

By: Primary Venture Management, LLC, its
Manager

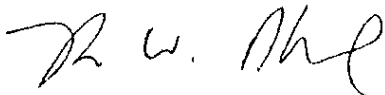
A handwritten signature in black ink, appearing to read "R. W. Howard".

Russell W. Howard
Managing Director

HIGH PEAKS SEED VENTURES NY, L.P.

By: High Peaks Seed Venture Partners NY, LLC,
its General Partner

By: Primary Venture Management, LLC, its
Manager

A handwritten signature in black ink, appearing to read "R. W. Howard".

Russell W. Howard
Managing Director

TG SERIES LLC

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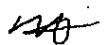
)

By:

Name: Kalyan Vepuri

Title: Member

Address: 110 Terry Dr., Suite 100
Newtown, PA 18940

DocuSigned by:

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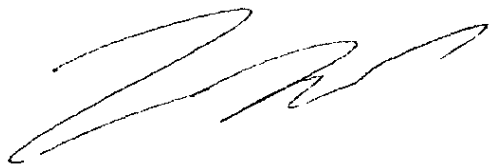
DAVID CHANG acting by:
Caleb Merkl (under Power of Attorney)

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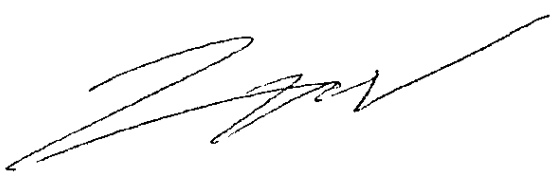
MOMO HOLDINGS, LLC acting by:
Caleb Merkl (under Power of Attorney)

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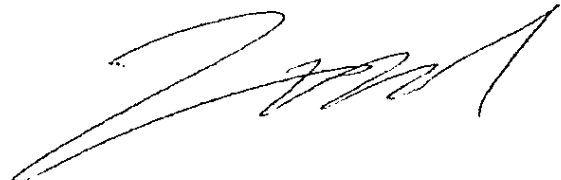
MATTHEW WITHEILER acting by:
Caleb Merkl (under Power of Attorney)

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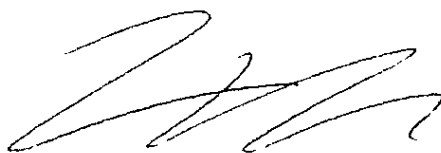
SUTTER LLC acting by:
Caleb Merkl (under Power of Attorney)

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ATALANTA CORPORATION acting by:
Caleb Merkl (under Power of Attorney)

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TAYLOR FAMILY INVESTMENTS, LLC acting
by:
Caleb Merkl (under Power of Attorney)

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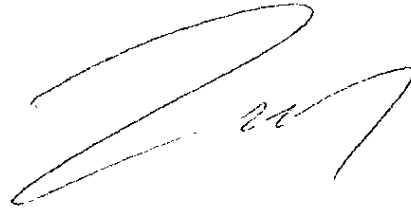
SOPHIA BENDZ acting by:
Caleb Merkl (under Power of Attorney)

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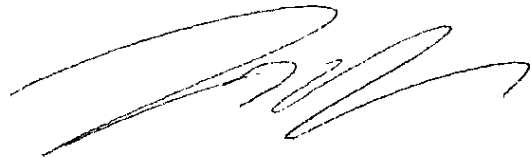
MILES GRIMSHAW acting by:
Caleb Merkl (under Power of Attorney)

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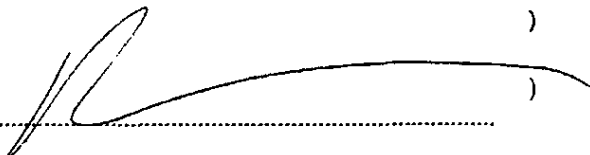
CHRISTINA TOSI acting by:
Caleb Merkl (under Power of Attorney)

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PHILIP ERDOES

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15 ANGELS II LLC

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)

By:

Name: J. Edmund Colloton

Title: Authorized Person

Address: 1865 Palmer Avenue, Suite 104
Larchmont, NY 10538

14W VENTURES GP LLC

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)

By:

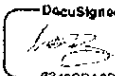
Name:

Title:

Address:

PHILIP ERDOES)
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15 ANGELS II LLC)
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DocuSigned by:
By: )
6342EBA9D4B94DF...
Name: Scott Ring
Title: Authorized Person

Address: 1865 Palmer Avenue, Suite 104
Larchmont, NY 10538

14W VENTURES GP LLC)
)
)

By:
Name:
Title:

Address:

PHILIP ERDOES

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15 ANGELS II LLC

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By:

Name: J. Edmund Colloton

Title: Authorized Person

Address: 1865 Palmer Avenue, Suite 104
Larchmont, NY 10538

14W VENTURES GP LLC

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)

)

By:

Name: Alejandro Zubikaga

Title: Managing Partner

Address:
450 W 14th St, 13th Fl.
New York, NY 10014

Written Shareholder Resolutions

ASPIRATION GROWTH OPPORTUNITIES II,
L.P.

) AGO II LP

By: Aspiration Growth Opportunities II, L.P.
Its: General Partner

) AGO II LP

By: 

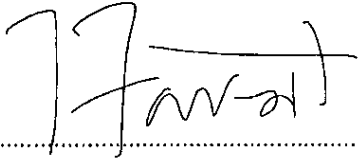
Name: Joseph Sanberg

Title: Managing Member

Address: ~~15700 Wilshire Blvd, Suite 708~~
~~Los Angeles, CA 90024~~
~~Attn: Sharon Michaelson~~

10877 Wilshire Blvd
#708
Los Angeles, CA 90024

TREVOR FORREST



Address: 111 Worth Street, Apt. 9R
New York, NY 10013

ANTON LEVY

Address: 1136 5th Avenue, Penthouse
New York, NY 10128

ANDY DUNN

Address: 45 W. 25th Street, #4
New York, NY 10010

VAYNERRSE, LLC

By:

Name: Gary Vaynerchuck

Title: Partner

Address: 315 Park Ave South, 16th Floor
New York, NY 10010

TREVOR FORREST

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Address: 111 Worth Street, Apt. 9R
New York, NY 10013

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VAYNERRSE, LLC

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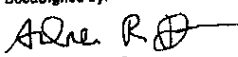
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By:

Name: Gary Vaynerchuck

Title: Partner

Address: 315 Park Ave South, 16th Floor
New York, NY 10010

DocuSigned by:

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TREVOR FORREST

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ANDY DUNN

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Address: 45 W. 25th Street, #4
New York, NY 10010

VAYNERRSE, LLC

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)

By:

Name: Gary Vaynerchuk

Title: Partner

Address: 10 Hudson Yards, 25th floor
New York, NY 10001

GREYHOUND CAPITAL TECHNOLOGY II,)
L.P.)

By: GREYHOUND GENERAL PARTNERS)
LIMITED)

Its: General Partner

By: 

Name: Tim Hutchins

Title: Director

By: 

Name: Gavin Carruthers

Title: Director

Address: McGrath Tonner Corporate Services Limited

Floor 5, Genesis Building

Genesis Close

PO Box 446

Grand Cayman, KY1-1106

Cayman Islands

MSR GLOBAL LIMITED)

)

)

By:

Address: Trident Chambers, P.O. Box 146

Road Town, Tortola

British Virgin Islands

Written Shareholder Resolutions

GREYHOUND CAPITAL TECHNOLOGY II, L.P.)
)

By: GREYHOUND GENERAL PARTNERS LIMITED)

Its: General Partner

By:

Name: Robert Lucas

Title: Director

By:

Name: Graham Walker

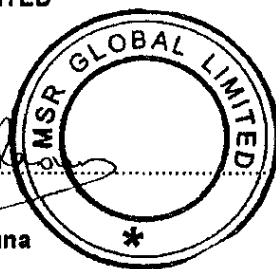
Title: Director

Address: Offshore Incorporations (Cayman)
Limited
Floor 4, Willow House
Cricket Square, PO Box 2804
Grand Cayman, KY1-1112
Cayman Islands

MSR GLOBAL LIMITED)

By:)
)

Name: Stella Raouna
Title: Director



Address: 5 Themistocles Dervis street, Elenion Building,
1066, Nicosia, Republic of Cyprus

GOLD ROAD CAPITAL PARTNERS LP)

)

By:)

Name: *Ramon T. Smith*

Title: *Director*

Address: 75 Fort Street, PO Box 1350
Grand Cayman, KY-1108
Cayman Islands

Written Shareholder Resolutions