

WRITTEN RESOLUTION

of

TWILE LIMITED

Registered number: 08268037

(the "Company")

Passed on: 22 February 2017

The following resolutions were duly passed as special resolutions of the Company on 22 February 2017 by way of written resolution in accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTIONS

1. THAT the Articles of Association of the Company be and are hereby varied by:

1.1 insertion of the following definitions in article 2:

"FMP Loan Note Instrument" means the loan note instrument dated 2017 constituting the FMP Loan Notes

"FMP Loan Notes" means the 120,000 £1.00 secured loan notes issued to FMP on or around 22 February 2017 pursuant to the FMP Loan Note Instrument

1.2 insertion of the following article 10.7(f) on page 14:

"(f) the conversion into Shares of any FMP Loan Notes pursuant to the terms of the FMP Loan Note Instrument."

2. THAT for the purposes of section 551 of the Companies Act 2006, the Directors are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company provided that:

- (a) the maximum number and class of shares that may be allotted under such authority shall be 554 ordinary shares of £1.00 each; and
- (b) this authority shall expire, unless sooner revoked or varied by the Company in general meeting, on 22 February 2022 save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the Directors may pursuant to such an offer or agreement, allot shares or grant rights to subscribe for or to convert any security into shares after such authority has expired in pursuance of such offer or agreement as if the authority had not expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

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Signed by Paul Brooks

Dated: 8/3/2017

THURSDAY



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09/03/2017

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COMPANIES HOUSE