



Company number 08898913

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

CHRYSLIS VISION LIMITED
(the "Company")

Circulation Date: 15 December 2016 (the "Circulation Date")

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolutions 1 to 3 (inclusive) below are passed as ordinary resolutions (together, the "Ordinary Resolutions"), and
- Resolutions 4 and 5 below are passed as special resolutions (together, the "Special Resolutions"),

(the Ordinary Resolutions and the Special Resolutions together being the "Resolutions").

ORDINARY RESOLUTIONS

1. THAT, in accordance with section 551 of the Companies Act 2006 (the "CA 2006"), the directors of the Company (the "Directors") be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into 500,000 C ordinary shares of £0.0001 each up to an aggregate nominal amount of £50.00 (the "Rights"), each having the respective rights and being subject to the respective restrictions set out in the new articles of association of the Company proposed to be adopted pursuant to resolution 5 below. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling 5 years after the date on which this resolution is passed 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 and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
2. THAT, the 140,000 B ordinary shares of £0.0001 each in the issued share capital of the Company and registered in the name of Zinc Media Group plc (formerly named Ten Alps plc) shall be converted into 140,000 C ordinary shares of £0.0001 each in the issued share capital of the Company immediately following the transfer of such shares by Zinc Media plc to a third party transferee, each such C ordinary share having the respective rights and being subject to the respective restrictions set out in the new articles of association of the Company proposed to be adopted pursuant to resolution 6 below.
3. THAT, in accordance with section 551 of the CA 2006, the Directors be and are generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into 150,000 B ordinary shares of £0.0001 each up to an aggregate nominal amount of £15.00 (the "B Rights"), each having the respective rights and being subject to the respective restrictions set out in the new articles of association of the Company proposed to be adopted pursuant to resolution 5 below. Unless renewed, varied or revoked by the Company, this authority shall expire on the date falling 5 years after the date on which this resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or B Rights to be granted and the Directors may allot shares or grant B Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

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The above authorities are given in addition to all unexercised authorities previously granted to the Directors and are given without prejudice to any allotment of shares or grant of rights to subscribe already made or offered or agreed to be made pursuant to such authorities.

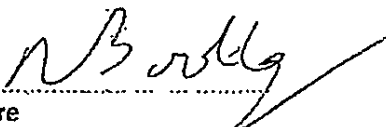
SPECIAL RESOLUTIONS


4. THAT, subject to the passing of resolutions 1 and 3, and in accordance with section 570 of the CA 2006, the Directors be and are generally and unconditionally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolutions 1 and 2 above, as if section 561(1) of the CA 2006 and article 19.2 of the articles of association of the Company did not apply to any such allotment, provided that this power shall:
 - 4.1. be limited to the allotment of equity securities up to an aggregate nominal amount of £50; and
 - 4.2. expire on the date falling 5 years after the date on which this resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date), save that 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.
5. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

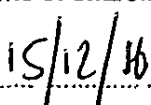
AGREEMENT

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

The undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:


Signature


Full name of shareholder


Date

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. 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 delivery methods

- **By hand:** delivering the signed copy to Mick Pilsworth, Chrysalis Vision Ltd., 1st Floor Suite, 181b Kensington High Street, London W8 6SH.

Company number 08898913

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SPECIAL RESOLUTIONS

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5. THAT the draft articles of association attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

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The undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions:

M. J. WATTS

Signature

MICHAEL JOHN PILSWORTH

Full name of shareholder

15/12/16

Date

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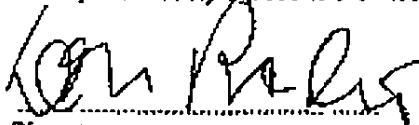
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Signature

DON ROBERT
Full name of shareholder

15/12/16
Date

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