

# **The One Place Capital Limited (the "Company")**

**Registered In Scotland No. SC301187**

## **The Companies Acts**

### **Print of Members' General Meetings Resolutions**

At a General Meeting of the Company, duly convened and held on **Wednesday 16<sup>th</sup> December** at 12 noon at 5<sup>th</sup> Floor, 125 Princes Street, Edinburgh, the following resolutions were duly passed as ordinary and/or special resolutions as indicated:-

#### **ORDINARY RESOLUTION**

- 1 THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**"), the directors of the Company are generally and unconditionally authorised to allot and issue (a) up to 19,809,306 A Ordinary Shares of £0.0001 each in the share capital of the Company ("**A Ordinary Shares**") to any of the existing holders of the A Ordinary Shares (being Calculus Nominees Limited, Reyker Nominees Limited, Investec Structured Products Calculus VCT PLC) and/or any other "**Calculus Investors**" (as defined in the Articles of Association, as defined in resolution 3 below) (the "**Calculus Shareholders**") and (b) up to 19,809,306 Ordinary Shares of £0.0001 each in the share capital of the Company ("**Ordinary Shares**") to the members of the Company and/or third parties (other than any Calculus Shareholders), in each case subject to the restriction that all shares issued pursuant to this resolution may not exceed 10% of the issued share capital of the Company from time to time; declaring that this authority shall expire, unless sooner revoked or altered by the Company, twelve months after the date of this resolution.

#### **SPECIAL RESOLUTIONS**

- 2 THAT, subject to the passing of resolution 1 above, in accordance with section 570 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by such special resolution, as if section 561(1) of the Act did not apply to any such allotment(s).
- 3 THAT all rights of pre-emption under section 561 of the Act, the current Articles of Association of the Company adopted on 21 November 2013 (the "**Articles of Association**") and any reference to an "**Article**" is a reference to an Article therein) or otherwise, be disapplied and waived in respect of the allotment of A Ordinary Shares and Ordinary Shares as referred to in and permitted by resolution 1 above.

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4 THAT Article 29.1 of Articles of Association be deleted and replaced with the following:

29.1 *Unless otherwise determined by special resolution, the number of Directors (other than alternate directors) shall be subject to a maximum of eight, and shall not be less than two. For the avoidance of doubt, no director may be appointed other than pursuant to articles 5.5.1 and 29.2.*

  
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DIRECTOR AND AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
THE ONE PLACE CAPITAL LIMITED (SC301187)

16 December 2015  
Date