

Company Number: 04839021

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CODA STUDIOS LIMITED

(the "**Company**")

THURSDAY



A10 *A29G16CY* 30/05/2013 #87
COMPANIES HOUSE

Circulation Date *20 May* 2013 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution of the Company as indicated (together the "**Resolutions**"):

ORDINARY RESOLUTION

1. Authority to Allot

- 1 1 **THAT**, in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot up to 12 D Ordinary Shares of £1 each up to an aggregate nominal amount of £12, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 1 2 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 Act.

SPECIAL RESOLUTION

2. Disapplication of Pre-Emption Rights

- 1.3 **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment
- 1 4 **THAT**, subject to the passing of Resolution 1, all rights of pre-emption contained in the Company's Articles of Association or otherwise be and are hereby waived and that the Directors be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following persons:

Name of Allottee**No. of D Ordinary Shares**

Stephen Carl Herring

6

Stuart Young

6

AGREEMENT

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

The undersigned, being the eligible members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.


DAVID BARNABY CROSS

Dated: 20-05-13


MARK ANDREW HOBBS

Dated 20-05-13


PETER NOBLE

Dated 20-05-13


MATTHEW BOWKER

Dated 20-05-13


PAUL HIND

Dated 20-05-13.

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to the Company Secretary at Coda Studios Limited, Hope Works, 25 Mowbray Street, Sheffield, South Yorkshire, S3 8EL.

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.

Company Number: 04839021

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CODA STUDIOS LIMITED

(the "**Company**")

Circulation Date *20 May* 2013 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors of the Company propose that the following resolutions are passed as an ordinary resolution and a special resolution of the Company as indicated (together the "**Resolutions**")

ORDINARY RESOLUTION

1. Authority to Allot

- 1.1 **THAT**, in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot up to 4 B Ordinary Shares of £1 each up to an aggregate nominal amount of £4, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 March 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
- 1.2 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 Act.

SPECIAL RESOLUTION

2. Disapplication of Pre-Emption Rights

- 1.3 **THAT**, subject to the passing of Resolution 1 and in accordance with section 570 of the Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 as if section 561(1) of the Act did not apply to any such allotment
- 1.4 **THAT**, subject to the passing of Resolution 1, all rights of pre-emption contained in the Company's Articles of Association or otherwise be and are hereby waived and that the Directors be and are hereby authorised to exercise all powers of the Company to allot the following shares to the following persons

Name of Allottee

No. of B Ordinary Shares

Timothy Justice

4

AGREEMENT

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

The undersigned, being the eligible members entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



DAVID BARNABY CROSS

Dated: 20-5-13



MARK ANDREW HOBBS

Dated 20-5-13



PETER NOBLE

Dated: 20-5-13



MATTHEW BOWKER

Dated: 20-5-13



PAUL HIND

Dated 20-5-13.

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version by hand or by post to the Company Secretary at Coda Studios Limited, Hope Works, 25 Mowbray Street, Sheffield, South Yorkshire, S3 8EL.

If you do not agree to the Resolutions, you do not need to do anything· you will not be deemed to agree if you fail to reply.
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless within 28 days of the Circulation Date sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document