

Company No 08136680

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

-of-

ADIZIO LTD

Shareholders' written resolutions circulated on 29 October 2013 (the Circulation Date)
pursuant to Chapter 2 of Part 13 of the Companies Act 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company (**Directors**) propose that resolution 1 below is passed as an ordinary resolution and resolution 2 as a special resolutions (together, the **Resolutions**)

ORDINARY RESOLUTION

- 1 THAT in accordance with section 551 of the Companies Act 2006, the Directors be generally and unconditionally authorised to allot up to 4,000 Senior Shares, as defined in the loan note instrument (**Loan Instrument**) entered into by the Company on or around the Circulation Date, in the capital of the company in connection with the loan notes issued pursuant to the Loan Note Instrument

This authority shall, unless renewed, varied or revoked by the Company, expire at the close of business on 31 December 2014, save that the Company may, before such expiry, make an offer or agreement (such as in connection with the Loan Note Instrument) 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

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Companies Act 2006 but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities

SPECIAL RESOLUTION

- 1 THAT article 5.1 of the Company's articles of association be disapplied in relation to the allotment of shares pursuant to the Loan Note Instrument



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

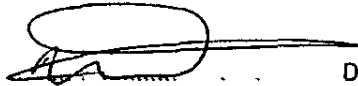
The undersigned, being members of the Company entitled to vote on the above Resolutions on the Circulation Date hereby irrevocably agree to the Resolutions

Agreement to the Written Resolutions

We, the undersigned, being persons entitled to vote on the above Resolutions, irrevocably agree to such Resolutions -

Signed by

Nick Moutter



Date 29 October 2013

Signed by

Doug Scott

Date

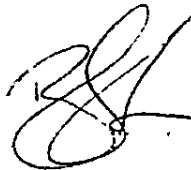
Signed by

Andrew Stevens

Date

Signed by

Ben Shaw



Date 29 October 2013

Signed by

Ian Woodruffe

Date

Signed by

Richard Fearn

Date

Signed by **Early Advantage Limited Partnership**

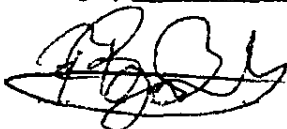
acting by its general partner **Millpoint Limited**

acting by _____, a director

Date

Signed by **Playfair Capital Limited**

acting by Federica Rizzo-Bali, a director



Date 29 October 2013

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Agreement to the Written Resolutions

We, the undersigned, being persons entitled to vote on the above Resolutions, irrevocably agree to such Resolutions -

Signed by

Nick Moutter

Date

Signed by

Doug Scott



Date

22/10/13

Signed by

Andrew Stevens

Date

Signed by

Ben Shaw

Date

Signed by

Ian Woodruffe

Date

Signed by

Richard Fearn

Date

Signed by **Early Advantage Limited Partnership**

acting by its general partner **Millpoint Limited**

acting by _____, a director

Date

Signed by **Playfair Capital Limited**

acting by _____, a director

Date

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

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Agreement to the Written Resolutions

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Signed by

Nick Moutter

Date

Signed by

Doug Scott

Date

Signed by

Andrew Stevens

Date

Signed by

Ben Shaw

Date

Signed by

Ian Woodruffe

Date

Signed by

Richard Fearn

Date

Signed by **Early Advantage Limited Partnership**

acting by its general partner **Millpoint Limited**

acting by DUNCAN KERR, a director



Date 29 October 2013

Signed by **Playfair Capital Limited**

acting by _____, a director

Date

Notes -

- 1 If you agree to 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 methods -
 - by hand delivering the signed copy to a Director at Adizio Limited at c/o 1 Bath Street, London EC1V 9LB
 - by post returning the signed copy to a Director at Adizio Limited, c/o 1 Bath Street, London EC1V 9LB
 - by email sending a signed copy to nick.moutter@adizio.com
- 2 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
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 4 Unless by 28 days from the Circulation Date, sufficient agreement has not 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
- 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 authority when returning this document