

Company Number: 09759768

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**Cumulus Holdings Limited (the "Company")**

TUESDAY



**CIRCULATION DATE:** 10<sup>th</sup> November 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution 1 and 2 are passed as ordinary resolutions and resolution 3 is passed as a special resolution (the "**Written Resolution**").

**Ordinary Resolution**

- 1 THAT, in accordance with section 551 of the companies act 2006 ( **CA 2006**), the directors of the company (directors) be generally and unconditionally authorised to allot shares in the up to an aggregate nominal amount of £98 provided that this authority shall, unless renewed, varied or revoked by the company, expire on one year from the date of the Agreement which would or might require shares to be allotted and the directors may allot shares in pursuance of such Agreement.

This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the CA 2006

**Special Resolution**

- 2 THAT, subject to the passing of resolution 2 and in accordance with section 570 of the CA 2006, the directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall.
- a) be limited to the allotment of equity securities up to an aggregate nominal amount of £98, and

- b) expire on one year from the date of the Agreement (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

### **Written Resolution**

**Please read the Notes attached to this document before signifying your agreement to the Written Resolution.**

I the undersigned (being the sole member entitled to vote on the Written Resolution on the Circulation Date) hereby irrevocably agree to the Written Resolution



Simon Reed

10<sup>th</sup> NOVEMBER.  
.....

Date

## NOTES

- 1 If you agree with the Written Resolution, please indicate your agreement by signing and dating this document where indicated on the previous page and returning it to the Company before the day falling 28 days from the Circulation Date (the "**Lapse Date**") using one of the following methods:
  - 1.1 **By Hand:** delivering the signed copy to the Company's registered office
  - 1.2 **Post:** returning the signed copy by post to the Company's registered office.
- 2 If you do not agree with the Written 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 Written Resolution, you may not revoke your agreement
- 4 The Written Resolution will be passed when the required majority of eligible members have signified their agreement to it
- 5 If the Written Resolution is not passed by the Lapse Date it will lapse. If the Company receives your signed document after the Lapse Date your agreement to the Written Resolution will be ineffective
- 6 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
- 7 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.