

**The One Place Capital Limited (the "Com****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 30 July 2014 at 11:00** at 5<sup>th</sup> Floor, 125 Princes Street, Edinburgh, EH2 4AD, 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, as part of raising investment in the aggregate of up to £2m in accordance with the Company's articles of association (the "Articles") from the members of the Company (and/or their nominees where this is permitted by the Articles), to allot and issue (a) up to 40,000,000 A Ordinary Shares of £0.0001 each in the share capital of the Company ("A Ordinary Shares") to 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 Articles) (the "Calculus Shareholders") at a price of £0.05 per A Ordinary Share and (b) up to 40,000,000 Ordinary Shares of £0.0001 each in the share capital of the Company ("Ordinary Shares") to the members of the Company, other than any Calculus Shareholders, and/or any persons nominated by such members (all as may be approved by the directors of the Company) at a price of £0.05 per Ordinary Share, in each case subject to the aggregate investment limit of £2m not being exceeded; declaring that this authority shall expire, unless sooner revoked or altered by the Company, three 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 ordinary 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 Articles or otherwise, be disappplied and waived in respect of the allotment of A Ordinary Shares and Ordinary Shares as referred to in and permitted by resolution 1 above.

**ORDINARY RESOLUTION**

- 4 THAT, in accordance with section 551 of the Act, the directors of the Company are generally and unconditionally authorised, as part of raising investment in the aggregate of up to £0.5m from the members of the Company and/or third parties (in each case as determined by the directors of the Company exercising their sole

discretion), to allot and issue (a) up to 10,000,000 A Ordinary Shares to any of the Calculus Shareholders (and/or their nominees) at a price of £0.05 per A Ordinary Share and (b) up to 10,000,000 Ordinary Shares to the members of the Company and/or third parties (other than any Calculus Shareholders) at a price of £0.05 per Ordinary Share, in each case subject to the aggregate investment limit of £0.5m not being exceeded; declaring that this authority shall expire, unless sooner revoked or altered by the Company, three months after the date of this resolution.

#### **SPECIAL RESOLUTIONS**

- 5 THAT, subject to the passing of resolution 4 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).
- 6 THAT all rights of pre-emption under section 561 of the Act, the Articles 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 4 above.

#### **ORDINARY RESOLUTION**

- 7 THAT, in accordance with section 551 of the Act, the directors of the Company are generally and unconditionally authorised to allot and issue (a) up to 18,500,000 A Ordinary Shares to any of the Calculus Shareholders and (b) up to 18,500,000 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**

- 8 THAT, subject to the passing of resolution 7 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).
- 9 THAT all rights of pre-emption under section 561 of the Act, the Articles 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 7 above.

#### **ORDINARY RESOLUTION**

- 10 THAT, in accordance with section 551 of the Act, the directors of the Company are generally and unconditionally authorised to allot and issue up to a further 9,329,000 Ordinary Shares in relation to the Company's option scheme for its directors and/or employees from time to time, and the directors of the Company shall have the

power to exercise the authority hereby conferred upon them to allot such shares on such conditions as they may in their discretion determine. This authority (a) is in addition to the previous authority conferred on the directors on 21 November 2013 in relation to the Company's option scheme for its directors and/or employees from time to time, and (b) shall expire, unless sooner revoked or altered by the Company, five years after the date of this resolution.

#### **SPECIAL RESOLUTIONS**

- 11 THAT, subject to the passing of resolution 10 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 ordinary resolution, as if section 561(1) of the Act did not apply to any such allotment(s).
  
- 12 THAT all rights of pre-emption under section 561 of the Act, the Articles or otherwise, be disapplied and waived in respect of the allotment of Ordinary Shares as referred to in and permitted by resolution 10 above.

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

30 JULY, 2014  
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Date