

# 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 **Monday, 28 November 2011** at **9:30am** at 5<sup>th</sup> Floor, 125 Princes Street, Edinburgh, EH2 4AD, the following resolutions were duly passed as Special Resolutions, as indicated:-

- 1) THAT, in addition to any existing authorities, the directors of the Company be and are hereby authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to allot ordinary shares of £0.0001 each in the Company ("Ordinary Shares"), or to grant rights to subscribe for or convert any security into Ordinary Shares, up to a maximum nominal amount of £1,745.889, provided always that such grant or allotment or issue is in respect of the obligations of the Company entered into pursuant to either:
  - a. the Loan Note Instrument created by the Company on or around the date of passing of this resolution and the loan notes issued thereunder or to the issue of shares pursuant to these loan notes; or
  - b. an agreement entered into between the Company and Zag Limited (Company number 5589757) or any other subsidiary of BBH Partners LLP (Company number OC355051);

such authority to expire, unless previously revoked or altered, on the fifth anniversary of the date of passing of this resolution;

- 2) THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment of shares made pursuant to resolution 1), provided such allotment is made prior to the fifth anniversary of the date of passing of the resolution.



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

28 / 11 / 2011

Dated

TUESDAY



SCT \*SPHLHZNM\* 260  
29/11/2011  
COMPANIES HOUSE