

MARS ONE MERCHANDISE PLC

(the "Company")

NOTICE OF ORDINARY AND SPECIAL RESOLUTIONS

At a General Meeting of the above-named Company held on 6 April 2016 the following resolutions were passed as Ordinary and Special Resolutions

ORDINARY RESOLUTION

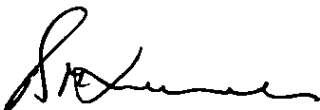
- 1 That the Directors be and they are hereby generally and unconditionally authorised under Section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that -
 - (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £10,000,000 and
 - (b) this authority shall expire on the date five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

SPECIAL RESOLUTIONS

- 2 That the Directors be and they are hereby empowered under Sections 569-570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if Section 561(1) of the said Act did not apply to any such allotment

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £10,000,000 and shall expire on the date five years after the passing of this resolution, and 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 board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired

- 3 That the directors of the Company be authorised to allot equity securities in the Company (as defined in Section 560 of the Companies Act) as if Section 561 of the Companies Act 2006 did not apply



Bernard Sumner
Secretary

THURSDAY



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