

Company Number : 00092343

RESOLUTIONS
of the Shareholders of
C A Sperati plc
(“CAS” or the “Company”)

At the Annual General Meeting of CAS held at 11.00 a.m. on 12 March 2014 at 30 Percy Street, London, W1T 2DB, the following resolutions of the shareholders, other than resolutions concerning ordinary business, were passed:

ORDINARY RESOLUTION

As special business:

THAT, in accordance with section 551 of the Companies Act 2006 (the "Act") (in substitution for all existing authorities), the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to issue and allot shares in the Company, and to grant rights to subscribe for, or convert any security into, ordinary shares ("Ordinary Shares") of 0.05 pence each in the capital of the Company (such shares, and rights to subscribe for or to convert any security in to shares of the Company being "relevant securities") up to an aggregate nominal amount of £500,000 (being 100,000,000 Ordinary Shares) provided that, unless previously renewed, varied or revoked by the Company in general meeting before such expiry, such authority will expire on the earlier of 15 months from the passing of the resolution and the conclusion of the next Annual General Meeting of the Company to be held in 2015, except that the Company may make an offer or agreement which would or might require relevant securities to be allotted after the authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTIONS

1. THAT, subject to the passing of the resolution above, the directors be and are generally empowered pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560(1) of the Act) of the Company for cash pursuant to the authority conferred by resolution 8 above as if section 561(1) of the Act did not apply to the allotment provided that:

(a) the power conferred by this resolution shall be limited to the allotment of:

(i) equity securities for cash in connection with a rights issue, open offer or pre-emptive offer to holders on the register of the Ordinary Shares on a date fixed by the directors where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as practicable) to the respective numbers of Ordinary Shares held by them on that date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of any overseas

territories or any recognised regulatory body or stock exchange or by virtue of shares being represented by depository receipts or in connection with fractional entitlements, record dates or in connection with treasury shares or any other matter whatsoever; and

(ii) (otherwise than pursuant to sub-paragraph (a) above) equity securities wholly for cash or otherwise up to an aggregate nominal amount of £500,000 (being 100,000,000 Ordinary Shares) on such terms and to such persons as the Board may determine such authority to allot being in addition to any authority given in the Company's Articles of Association or otherwise to allot equity securities without any rights of pre-emption; and

(b) unless previously revoked, varied or extended, this power shall expire on the earlier of 15 months from the passing of this resolution and conclusion of the AGM of the Company to be held in 2015 except that the Company may before the expiry of this power 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 such an offer or agreement as if this power had not expired.

2. That a general meeting other than an AGM may be called on not less than 14 days' clear notice.