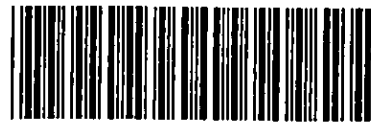


SPECIAL RESOLUTIONS
ASITE PLC (the "Company")

(incorporated in England and Wales with registered number 02004015)

FRIDAY



A07 *AIPH6A2G* 22/05/2009 180
COMPANIES HOUSE

**Resolutions of a General Meeting held on meeting held 20 April 2009 at 3.30 at the Offices of Kemp Little
LLP**

At the meeting the following Resolutions were proposed and approved by 99.4% of votes cast

SPECIAL BUSINESS

1. **THAT** the admission of the Company's ordinary shares of 10 pence each to trading on AIM be cancelled and that the directors of the Company be authorised to take all steps which are necessary or desirable in order to effect such cancellation.
2. **THAT**, conditional upon Resolution 1 being passed and on the cancellation of the admission of the Company's ordinary shares of 10 pence each to trading on AIM taking effect:
 - 2.1 the Company be re-registered as a private company under the Companies Act 1985 by the name of Asite Limited;
 - 2.2 the memorandum of association of the Company be amended accordingly as follows:
 - (a) by deleting the words "PUBLIC COMPANY LIMITED BY SHARES" and "PLANFINAL PUBLIC LIMITED COMPANY" in the heading to the memorandum of association and replacing them with the words "PRIVATE COMPANY LIMITED BY SHARES" and "ASITE LIMITED", respectively;
 - (b) by the deletion of clause 1 and in substitution for it:

"1. The name of the Company is Asite Limited."
 - (c) by deleting clause 2; and
 - (d) by renumbering clauses 3-6 as clauses 2-5 respectively; and
 - 2.3 the articles of association of the Company be amended as follows:
 - (a) by replacing the words "PUBLIC" and "PLC" on the cover page of the articles of association with the words "PRIVATE" and "LIMITED", respectively; and
 - (b) so that any references therein to "Asite plc" be amended to "Asite Limited", in order to reflect the change in the Company's status to a private company.

3. **THAT** conditional upon Resolution 1 being passed and on cancellation of the admission of the Company's ordinary shares of 10 pence each to trading on AIM taking effect:
- 3.1 the 102,910,623 issued ordinary shares of 10 pence each in the capital of the Company ("**Ordinary Shares**") be and hereby are consolidated into new ordinary shares of £50 each in the capital of the Company ("**Consolidated Ordinary Shares**") on the basis of one Consolidated Ordinary Share for every 500 Ordinary Shares held. All Consolidated Ordinary Shares held in fractions as a result of such consolidation shall be sold and the proceeds retained for the benefit of the Company;
 - 3.2 the 84,585,014 issued B ordinary shares of 10 pence each in the capital of the Company ("**B Shares**") be and hereby are consolidated into new non-voting B ordinary shares of £50 in the capital of the Company ("**Consolidated B Shares**") on the basis of one Consolidated B Share for every 500 B Shares held. All Consolidated B Shares held in fractions as a result of such consolidation shall be sold and the proceeds retained for the benefit of the Company;
 - 3.3 each of the Consolidated Ordinary Shares be, and hereby is, sub-divided into 50 new ordinary shares of £1.00 each in the capital of the Company ("**Subdivided Ordinary Shares**");
 - 3.4 each of the Consolidated B Shares be, and hereby is, sub-divided into 50 new non-voting B ordinary shares of £1.00 each in the capital of the Company ("**Subdivided B Shares**");
 - 3.5 each of the Subdivided Ordinary Shares be, and hereby is, re-designated and sub-divided into one new ordinary share of £0.01 in the capital of the Company ("**New Ordinary Share**") and one deferred share of £0.99 in the capital of the Company ("**Deferred Share**"), the New Ordinary Shares having attached to them the same rights as the ordinary shares (as set forth in the articles of association) and the Deferred Shares having attached to them the rights and restrictions set out below;
 - 3.6 each of the Subdivided B Shares be, and hereby is, re-designated and sub-divided into one new non-voting B ordinary share of £0.01 in the capital of the Company ("**New B Share**") and one Deferred Share, the New B Shares having attached to them the same rights as the B Ordinary Shares (as set forth in the articles of association);
 - 3.7 each of the authorised and unissued ordinary shares of £0.10 in the capital of the Company be, and hereby is, re-designated and subdivided into 10 New Ordinary Shares;
 - 3.8 each of the authorised and unissued non-voting B ordinary shares of £0.10 each in the capital of the Company be, and hereby is, re-designated and subdivided into 10 New B Shares;
 - 3.9 the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount equal to the authorised but unissued share capital of the Company, provided that this authority is for a period expiring five years from the date this resolution is passed, but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired; and this resolution is in substitution for all subsisting authorities, to the extent unused;

- 3.10 the directors be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) (including without limitation any fractions of securities) wholly for cash pursuant to the authority conferred by Resolution 3.9 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities with an aggregate nominal value equal to £37,500;
- 3.11 any variation of class rights attaching to the Ordinary Shares which would result from any of the resolutions set out in this Resolution 3 be and hereby is approved;
- 3.12 the articles of association of the Company be altered as follows:
- (a) by replacing the words in Article 37(a):

“and distribute the net proceeds of sale in due proportion amongst the persons entitled (except that if the amount due to a person is less than £3, or such other sum as the Board may decide, the sum may be retained for the benefit of the Company)”

with the words:

“and the net proceeds of sale shall be retained for the benefit of the Company”;
 - (b) by deleting the words “ordinary share”, “ordinary shares” and “ordinary shareholders” throughout the Articles and substituting them with the words “New Ordinary Share”, “New Ordinary Shares” and “holders of New Ordinary Shares”, respectively provided that any reference to B Ordinary Shares and B ordinary shares (singular or plural) shall not be changed;
 - (c) by deleting the words “B Ordinary Share” and “B Ordinary Shares” throughout the Articles and substituting them with the words “New B Share” or “New B Shares”.
 - (d) by deleting the present Article 3 thereof and substituting it with a new Article 3 in the following form:

“3. The Company’s capital is £42,500,000, comprised of ordinary shares of 1 penny each (“**New Ordinary Shares**”), non-voting B ordinary shares of 1 penny each (“**New B Shares**”) and deferred shares of 99 pence each (“**Deferred Shares**”), each having the rights as set out below.”
 - (e) by the insertion of the following article 9A after article 9.2:

“9A. The Deferred Shares shall entitle the holders thereof to the following rights and restrictions:

9A.1 the holders of the Deferred Shares shall have no right to receive notice of, nor attend, speak at or vote at, any general meeting of the Company;

9A.2 the holders of the Deferred Shares shall have no right to receive any dividend or other distribution;

9A.3 the holders of the Deferred Shares shall have no right to receive certificates in respect of their holdings of the Deferred Shares;

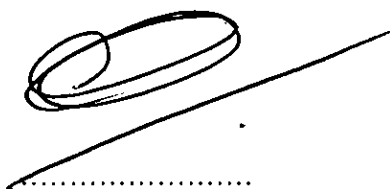
9A.4 the holders of the Deferred Shares shall, on a return of capital or on a winding up or otherwise, be entitled only to the repayment of the amounts paid up on such shares after the repayment of the capital paid up on the New Ordinary Shares and the New B Shares and the payment of £1,000,000 on each such New Ordinary Share and New B Share but the holders of the Deferred Shares shall not be entitled to any further participation in the assets or profits of the Company. The Deferred Shares are liable to be cancelled without payment of any consideration to the holders thereof;

9A.5 the rights attaching to the Deferred Shares shall not be modified, abrogated or varied by the issue of any shares ranking in priority thereto, by the redemption of any shares other than the Deferred Shares or by the cancellation of the Deferred Shares without any payment to the holders thereof;

9A.6 the creation or issue of Deferred Shares shall be deemed to confer irrevocable authority on the Company at any time thereafter to appoint any person to execute on behalf of all the holders of the Deferred Shares a transfer thereof and/or agreement to transfer the same, without making any payment or obtaining the consent or sanction of the holders thereof, to such person or persons as the Company may determine and to cancel the same in accordance with the Act or the Companies Act 2006 (as appropriate) without making any payment to or obtaining the sanction of the holders thereof and pending such transfer, to retain the certificates (if any) for such shares; and

9A.7 the Deferred Shares are not transferable without the written consent of the Company.”

DATED 20 April 2009



Gordon Ashworth
Company Secretary

Director

Registered Office:

Unit E2 3rd Floor Zetland House
5-25 Scrutton Street