

Date passed: 31 July 2013

SOFTSOUND LIMITED (the "Company")
Company Number: 03061336

WRITTEN DIRECTORS' RESOLUTIONS

In accordance with Article 4 2 of the Company's articles of association, I, being the sole director of the Company for the time being consider and resolve the matters set out below

1 BUSINESS

1 1 The purpose of the Resolutions is to consider and, if thought fit, approve

1 1 1 the annual accounts of the Company for the period ending 31 October 2012 (the "**Accounts**") in accordance with section 414 of the Companies Act 2006 (the "**Act**"),

1 1 2 the directors' report relating to the Accounts (the "**Directors' Report**") in accordance with section 419 of the Act, and

1 1 3 the going concern assessment for the Company for the period ending 31 October 2012 (the "**Going Concern Assessment**")

2 DECLARATIONS OF INTEREST

2 1 I hereby confirm that I have no direct or indirect interest in any way in the proposed transaction and other arrangements set out in these written resolutions for the purposes of section 177 of the Act, other than those interests previously disclosed by me to the Company

2 2 I note that Article 9 of the Company's articles of association sets out that, notwithstanding any interest previously disclosed by me to the Company, any director interested in the transaction or other arrangements considered in these written resolutions is entitled to vote on such matters

3 APPROVAL OF ACCOUNTS

3 1 I have carefully considered the Accounts

3 2 I note that, in accordance with section 393 of the Act, I must not approve the Accounts unless I am satisfied that the Accounts give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company

3 3 I further note that

3 3 1 in accordance with section 414 of the Act

a) the Accounts must be approved by the board of directors and signed on behalf of the board by a director of the Company, and

b) the director's signature must be on the Company's balance sheet, and



3 3 2 in accordance with section 475 of the Act, the balance sheet includes a statement to the effect that the Accounts were prepared in accordance with the dormant companies regime

3 4 I also noted that

3 4 1 the Hewlett-Packard group's controllership team has advised that the Company is entitled to exemption from audit under section 480 of the Act (dormant companies conditions for exemptions from audit), and

3 4 2 the members have not required the Company to complete an audit in accordance with section 476 of the Act

4 APPROVAL OF DIRECTORS' REPORT

4 1 I have carefully considered the Directors' Report

4 2 I note that

4 2 1 in accordance with section 415 of the Act, I must prepare a directors' report for each financial year of the Company, and

4 2 2 in accordance with section 416 of the Act, the directors' report must state

a) the names of the persons who, at any time during the financial year, were directors of the Company, and

b) the principal activities of the Company in the course of the year

4 3 Furthermore, I note that the Directors' Report should

4 3 1 state that in preparing the report the Company has taken advantage of the dormant companies exemption (section 480), and

4 3 2 be approved by the board of directors and signed on behalf of the board by a director or the secretary of the Company

4 4 I note that the Directors' Report complies with the provisions of the Act

5 APPROVAL OF GOING CONCERN ASSESSMENT

5 1 I have carefully considered the Going Concern Assessment

6 RESOLUTIONS

6 1 Having considered the Accounts, the Directors' Report, the Going Concern Assessment and the factors set out in section 172 of the Act I **RESOLVE** that approval of the Accounts, the Directors' Report and the Going Concern Assessment is for the commercial benefit, and in the best interests, of the Company

6 2 Accordingly, I **RESOLVE** that

6 2 1 the Accounts give a true and fair view in accordance with section 393 of the Act,

6 2 2 the Accounts be and they are hereby approved in accordance with section 414 of the Act,

6 2 3 I am hereby authorised to sign the Accounts in accordance with section 414 of the Act,

6 2 4 the Directors' Report be and is hereby approved in accordance with section 419 of the Act,

6 2 5 I am hereby authorised to sign the Directors' Report in accordance with section 419 of the Act,

6 2 6 the Going Concern Assessment be and is hereby approved, and

6 2 7 I am authorised to sign the Going Concern Assessment

7 FURTHER ACTIONS

7 1 I **RESOLVE** that, once the Accounts, the Directors' Report and the Going Concern Assessment have been signed, the secretary be instructed to

7 1 1 file the signed Accounts and the signed Directors' Report at Companies House, and

7 1 2 send a copy of the Accounts and the Directors' Report to every member of the Company, every holder of the Company's debentures and every person who is entitled to receive notice of general meetings

Signed



Date 31 July 2013

Christopher Yelland