

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTION

of

SOMERBYS IT LIMITED

03203212


At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at the registered office of the company on 2 March 2012 the following Resolution was duly passed as a Special Resolution of the Company

SPECIAL RESOLUTION

The Contract proposed to be made between the Company and Mr J D G Appleton for the purchase of 2375A Ordinary Shares of £1 in the company, the terms of which are set out in the draft agreement dated 2 March 2012 and produced to this meeting, we presented for authorisation

As Mr J D G Appleton is party to the contract he did not vote All other members of the Company voted in favour of the resolution and the purposed contract is hereby authorised

A copy of the proposed contract, initialled for the purposes of the identification by the Chairman, is annexed hereto


Chairman

SATURDAY



A14VOJ3N

A34

17/03/2012

#15

COMPANIES HOUSE

Somerbys IT Limited

2 March 2012

Parties:

- (1) The person whose name and address are set out in the first and second columns of the first schedule ("the Vendor")
- (2) Somerbys IT Limited registered in England No 03203212 whose registered office is at Somerby House, 30 Nelson Street, Leicester, LE1 7BA

Recitals:

- A The Company was incorporated in England on 24 May 1996, registered number 03203212 and has at the date hereof an authorised and issued share capital as shown in the Second Schedule
- B Pursuant to
- (i) The powers conferred in Chapter 4 of Part 18 of the Companies Act 2006,
 - (ii) The Articles of Association of the Company
 - (iii) A special resolution passed at an Extraordinary General Meeting of the Company held on 2 March 2012

The Company proposes to enter into this Agreement with the Vendor to purchase shares in the Company owned by the Vendor on the terms set out in this Agreement

Operative Provisions

- 1 The Vendor shall sell and the Company shall purchase free from all liens, charges and encumbrances, the number and class of shares in the Company set opposite the name of the Vendor in the third column of the First Schedule
- 2 The purchase price of each share shall be £44 11 for each A Ordinary Share
- 3 Completion of the sale and purchase of the shares hereby agreed to be sold and purchased shall take place at the Registered Office of the Company at 3 30pm on 2 March 2012 when -
 - (i) The Vendor shall deliver to the Company the share certificates, in respect of the number of shares to be sold by them pursuant to this Agreement,
 - (ii) The Company will deliver to the Vendor a draft which shall complete the consideration monies due to the Vendor pursuant to Clause 2 of this agreement

SCHEDULE 1

| Vendor | Address | Number and Class of Shares |
|----------------|--|----------------------------|
| J D G Appleton | Elms Cottage 12 Elms Court Anstey Leicestershire LE7 7BS | 2375 A Ordinary Shares |

SCHEDULE 2

| Authorised Share Capital | Number and description of Shares | Issued Share capital |
|---------------------------|----------------------------------|----------------------|
| £10,000 A Ordinary Shares | £10,000 A Ordinary Shares | £2,505 |
| £10,000 B Ordinary Shares | £10,000 B Ordinary Shares | £750 |
| £10,000 C Ordinary Shares | £10,000 C Ordinary Shares | £620 |
| £10,000 D Ordinary Shares | £10,000 D Ordinary Shares | £1,125 |

Chairman