

Company number 03205506

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Synarbor Global Solutions Limited ("**Company**")

15 March 2011

FRIDAY



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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the following resolution is passed as a special resolution ("**Resolution**")

Pursuant to Section 288 of the 2006 Act, we, the undersigned, being the sole eligible member of the Company (as defined by Section 289 of the 2006 Act), signify agreement to and pass the following resolutions of the Company

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered by the insertion of the following Special Article at article 17

17 Disapplication of pre-emption rights, directors' discretion to refuse to register a transfer of shares and liens

Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this Special Article (to the effect that any provision contained in this Special Article shall override any other provision of these articles)

1 The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

(a) is to any bank, institution or other person which has been granted a security interest in respect of such shares, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (Secured Institution) (and a certificate by any such person or an employee of any such person that a security interest over the shares was so granted and the transfer was so executed shall be conclusive evidence of such facts), or

(b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or

(c) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer or shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution

or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise

2 The directors shall not issue any share certificates (whether by way of replacement or otherwise) without the prior written consent of (or on behalf of) all (if any) Secured Institutions (as defined in Special Article 1(a) above)

3 The lien set out in article 3, shall not apply to shares held by a Secured Institution (as defined in Special Article 1(a) above)

Any variation of this Special Article shall be deemed to be a variation of the rights of each class of share in the capital of the Company

THAT, notwithstanding any term to the contrary in the Company's Memorandum and Articles of Association, the Company enter into this Special Resolution and the directors be authorised to enter into such document on the Company's behalf

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 15 March 2011, hereby irrevocably agrees to the Resolution

Signed by D. JRMSON
and on behalf of Synarbor PLC

for



Date

15 March 2011

NOTES

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Synarbor Global Solutions Limited, Sir Wilfrid Newton House, Thorncliffe Park, Chapeltown, Sheffield South Yorkshire, S35 2PH

You may not return the Resolution to the Company by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by the date falling 28 days after the date of the Resolution, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date