

Company No: 3517451

ORDINARY AND SPECIAL RESOLUTIONS

OF

HIFX PLC
(the "**Company**")

Passed on 21 June 2010

At a general meeting of the Company duly convened and held at Morgan House, Maderia Walk, Windsor, Berkshire SL4 1EP on 21 June 2010 at 10.15 am, the following resolutions were duly passed as ordinary and special resolutions:

ORDINARY RESOLUTIONS

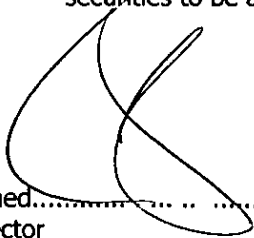
1. **THAT** in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1,857 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act.

SPECIAL RESOLUTIONS

2. **THAT** subject to the passing of resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot 1,857 "E" Shares of £1 each pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall expire on the date falling five years from the date hereof (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry.

Signed.....
Director



TUESDAY

