

Company number 03772954

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

IFONIC LIMITED (the "Company")

TUESDAY



A03 \*AESQHU70\* 17/05/2011 253  
COMPANIES HOUSE

16th May 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions

- 1 That the Company be re-registered as a public company under the Companies Act 2006 by the name of Ifonic PLC and that the name of the Company be changed from Ifonic ~~Networks~~ Limited to Ifonic PLC
- 2 That the regulations contained in the document attached to the written resolutions and for the purposes of identification initialled by the sole director of the Company be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association,

(each of 1 and 2 above a "Special Resolution" and together the "Special Resolutions")

#### AGREEMENT

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

The undersigned, the sole member of the Company and entitled to vote on the above resolutions on 16th May 2011, hereby irrevocably agrees to the Special Resolutions

Signed by Clifford Stanford, a director  
for and on behalf of Ifonic Holdings Limited

#### NOTES

- 1 You can choose to agree to both of the Special Resolutions or neither of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- 1 1 **By Hand:** delivering the signed copy to Sara Carpenter at Wallace LLP, 1 Portland Place, London W1B 1PN with a copy to Clifford Stanford at Ifonic Networks Limited, Brooks Green Abbey House, 342 Regent's Park Road, London N3 2LJ
- 1 2 **Post** returning the signed copy by post to Sara Carpenter at Wallace LLP, 1 Portland Place, London W1B 1PN with a copy to Clifford Stanford at Ifonic Networks Limited, Brooks Green Abbey House, 342 Regent's Park Road, London N3 2LJ
- 1 3 **Fax** faxing the signed copy to 0207 636 3736 marked "For the attention of Sara Carpenter, Solicitor"
- 1 4 **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [sara.carpenter@wallace.co.uk](mailto:sara.carpenter@wallace.co.uk) and to [cliff@mightbe](mailto:cliff@mightbe) Please enter "Written resolutions dated 16<sup>th</sup> May 2011" in the e-mail subject box

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement
- 3 Unless, by the date which is 28 days after 16<sup>th</sup> May 2011, sufficient agreement has been received for the resolutions to pass, ~~they~~ will lapse If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document