

**Imaginatik Plc
(the "Company")**

5936915

The resolution below was passed as a special resolution at a general meeting of the Company held on 13 May 2013 and is reproduced for the purpose of Chapter 3 of the Companies Act 2006:

Special Resolution

THAT:

1. In substitution for all previous authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 561(1) of the Act to exercise all the powers of the Company to allot equity securities (within the meaning of section 560(1) of the Act):

(a) up to an aggregate nominal amount of £1,258,193.75 pursuant to the Placing and £164,000 pursuant to the Directors' Future Subscription (as those expressions are defined in a circular to shareholders dated 26 April 2013 of which this notice forms part (the "Circular")), and such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2013 unless renewed, varied or revoked by the Company, and

(b) up to an aggregate nominal amount of £195,117.22 pursuant to any Future Subscription (as that expression is defined in the Circular), and such authority to expire on the conclusion of the annual general meeting of the Company to be held in 2013 unless renewed, varied or revoked by the Company, save that the Company may, before such expiry, make offers or agreements which would or might require the allotment of Future Subscription Shares after such expiry, variation or revocation and the Directors may allot Future Subscription Shares in pursuance of any such offer or agreement as if the authority conferred hereby had not been varied or renewed.

2. In substitution for all previous authorities, the Directors be and they are hereby empowered, pursuant to section 570(1) of the Act to allot wholly for cash, pursuant to the Placing, Directors' Future Subscription and any Future Subscription, equity securities (within the meaning of section 560(1) of the Act) pursuant to the authorities contained in 1(a) and 1(b) above as if section 561(1) of the Act did not apply to the allotments.

3. The Directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 197(1) of the Act to exercise all the powers of the Company to make loans to the Directors up to an aggregate amount of £164,000, for the purposes of the Directors' Future Subscription, as set out in the Circular.



16.5.13

Director, for and on behalf of Imaginatik Plc

SATURDAY



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18/05/2013

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COMPANIES HOUSE