Registered Number 4439855

BLUEBACK LIMITED

(the "Company")

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of the Company will be held at the Company's office situated at 8 Shelton Street, London, WC2H 9QX on 29 November 2005 at 3pm (the "Meeting") for the purposes of considering, and if thought fit passing, the following resolutions, which resolutions shall be proposed as ordinary resolutions in the case of Resolution 1 and 2, and a special resolution in the case of Resolution 3, below:

ORDINARY RESOLUTIONS

- 1. To increase the authorised share capital from £700 to £2,500 by the creation of an additional 180,000 ordinary shares of £0.01 each in the capital of the Company with the rights set out in the Articles of Association of the Company from time to time in force.
- 2. That in accordance with Section 80 of the Companies Act 1985, the directors be authorised to allot, dispose of, or grant options over 180,000 ordinary shares of £0.01 each created pursuant to Resolution 1 hereof to such persons, on such terms and in such manner as they think fit, subject to the provisions of the Articles of Association during a period of five years commencing with the date of this resolution.

SPECIAL RESOLUTION

3. That by virtue of Section 95(1) of the Companies Act 1985, Section 89(1) shall not apply to the allotment of shares made pursuant to the authority conferred in Resolution 2 hereof.

Dated:

2005

BY ORDER OF THE BOARD

Scott Pielsticker

Proxy Forms circulated with this Notice may be returned by post to Blueback Limited, c/o Neil Osmond, Brown Rudnick, London W1S 2LQ United Kingdom, by fax to Attn: Neil Osmond +44 (0)20 7851 6100, or by email to nosmond@brownrudnick.com, by 11am on 27 November 2005.

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Blueback Limited

(the "Company")

Minutes of an extraordinary general meeting of the Company held at 8 Shelton Street, London WC2H 9QX on 28 November 2005 at 3.00 pm

1 Chairman and quorum

- 1.1 Nick Butcher took the chair.
- 1.2 The chairman announced that a quorum was present and declared the meeting open.

2 Resolutions

- 2.1 With the consent of all the members present, the notice convening the meeting was taken as read.
- 2.2 The chairman proposed the resolution numbered 1 in the notice as an ordinary resolution and the resolution was passed unanimously on a show of hands.
- 2.3 The chairman proposed the resolution numbered 2 in the notice as an ordinary resolution and the resolution was passed unanimously on a show of hands.
- 2.4 The chairman proposed the resolution numbered 3 in the notice as a special resolution and the resolution was passed unanimously on a show of hands.

3 Close

There being no further business, the chairman closed the meeting.

Company Secretary

WE HEREBY CERTIFY THIS
TO BE A TRUE COPY OF
THE ORIGINAL DOCUMENT

THOMAS EGGAR LLP