

**BLUEBACK LIMITED**

**(The "Company")**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting of the Company ("EGM") will be held at 8 Shelton Street, London WC2H 9QX on 6 June 2006 at 3.00 pm BST (11.00 am EST) for the purpose of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

- 1 THAT the authorised share capital of the Company be increased from £2,500 to £2,794.12 by the creation of 29,412 ordinary shares of £0.01p each having the rights set out in the Articles of Association of the Company from time to time in force.
- 2 THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £294.12, such authority to expire on 6 June 2011, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority had not expired.

**SPECIAL RESOLUTIONS**

- 3 THAT subject to and conditional on the passing of resolution number 2, the directors be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94 (2) of the Act) for cash pursuant to the authority conferred by resolution number 2 as if section 89(1) of the Act did not apply to any such allotment.
- 4 THAT subject to and conditional on prior written consent of the holders of at least 75% of the ordinary shares of the Company being received prior to the date of this EGM in accordance with clause 5.2 of the Subscription and Shareholders' Agreement dated 7 August 2003 (as amended), Article 10.18 of the Articles of Association be amended by the replacement of the words "with the consent of all"



with the words "by special resolution of" and by the replacement of the word "them" with "Shareholders".

- 5 THAT subject to and conditional on prior written consent of the holders of at least 75% of the ordinary shares of the Company being received prior to the date of this EGM in accordance with clause 5.2 of the Subscription and Shareholders' Agreement dated 7 August 2003 (as amended), Article 10.19 be removed from the Articles of Association in its entirety and Article 10.20 be re-numbered as Article 10.19.
- 6 THAT subject to and conditional on prior written consent of at least 75% of the ordinary shares in the Company being received prior to the date of this EGM in accordance with clause 5.2 of the Subscription and Shareholders' Agreement dated 7 August 2003 (as amended), Article 10.4(b) of the Articles of Association be amended by the removal of the words "and 10.20".

By order of the board

Darren Kerr

Secretary

8 Shelton Road  
London  
WC2H 9QX

Dated: 14 May 2006

**Note:**

1. *A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not also be a member of the Company.*
2. *The form of proxy may:*
  - (a) *be deposited at the registered office of the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote; or*

(b) *be delivered at the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote to the Chairman or to the Secretary or to any Director; or*

(c) *in the case of a poll, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Director, or at the time and place at which the poll is held to the Chairman or to the Secretary or to any Director or scrutineer,*

*and a form of proxy which is not deposited or delivered or delivered in a manner so permitted shall be invalid.*

*A proxy form is enclosed.*

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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 6 June 2006 at 2.00 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.

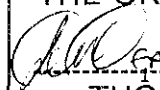
2.4 The chairman proposed the resolution numbered 3 in the notice as a special resolution and the resolution was passed unanimously on a show of hands.

2.5 The chairman proposed the resolution numbered 4 in the notice as a special resolution and the resolution was passed unanimously on a show of hands.

2.6 The chairman proposed the resolution numbered 5 in the notice as a special resolution and the resolution was passed unanimously on a show of hands.

2.7 The chairman proposed the resolution numbered 6 in the notice as a special resolution and the resolution was passed unanimously on a show of hands.

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

  
THOMAS EGGAR LLP

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6.6.2006

3      **Close**

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

A handwritten signature in black ink, consisting of stylized, overlapping loops and a long horizontal stroke extending to the right.

Company Secretary