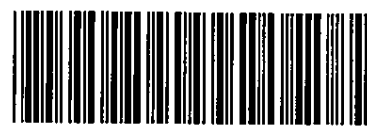


Company number: 04580340

**WRITTEN RESOLUTION
of
OXFORD CONVERSIS LIMITED
(the "Company")**

TUESDAY



A36 *A2F58ZU3* 20/08/2013 #70
COMPANIES HOUSE

Circulation Date. 29th July 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as special resolutions (the "**Resolutions**")

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company is £300,000 divided into 50,000 Ordinary Shares of £1 each, 21,429 Convertible Shares of £1 each, 200,000 Preference Shares of £1 each and 28,571 Deferred Shares of £1 each and, save as expressly mentioned in the articles of association of the Company as amended from time to time ("**Articles**"), shall rank *pari passu* in all respects
2. That the Articles of be amended by deleting the present article 4 1 and replacing it with the following new article 4 1:

*The authorised share capital of the Company is £300,000 divided into 50,000 Ordinary Shares of £1 each, 21,429 Convertible Shares of £1 each, 200,000 Preference Shares of £1 each and 28,571 Deferred Shares of £1 each and, save as expressly mentioned in these Articles, Shares shall rank *pari passu* in all respects*

3. That, 28,571 of the 50,000 convertible shares of £1 each in the capital of the Company registered in the name of Ruxley Holdings Limited be converted into 28,571 deferred shares of £1 00 each in the capital of the Company, such deferred shares having the rights as set out in the Articles

AGREEMENT

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

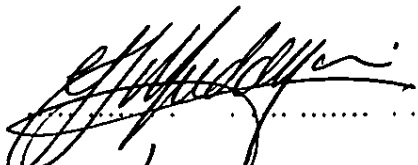
The undersigned, a person entitled to vote on the Resolutions on
hereby irrevocably agrees to the Resolutions

Signed by
for and on behalf of **RUXLEY HOLDINGS
LIMITED**

Date

7th August 2013

Signed by **GARY JOHN MUDDYMAN**



07/08/13

Date

NOTES

1. If you agree with 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:

- Post/Hand: returning the signed copy by post or by hand to Jon Larbey at Oxford Conversis Limited, Howard House, 70 Baker Street, Weybridge, Surrey KT13 8AL.
- Fax: faxing the signed copy to 01932 834910 marked "For the attention of Jon Larbey"
- E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to jon@ruxley.com

If you do not agree to 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, within 28 days of the circulation date ("**Lapse Date**"), sufficient agreement has been received for the Resolutions to pass, it will lapse. However, the resolution must be passed within 15 days of the date of the corresponding solvency statement made for the purposes of section 643 of the Companies Act 2006. Therefore, if you agree to the Resolutions, please ensure that your agreement reaches us no later than the Lapse 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