

Company Number: 04647322

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WEDNESDAY



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A36

17/10/2012

#303

COMPANIES HOUSE

**PRINT OF WRITTEN RESOLUTION OF THE MEMBERS**

of

**IMAGE SOURCE GROUP LIMITED**

(the "Company")

Passed on 3 OCTOBER 2012

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**") which were proposed by the directors as special resolutions as set out below, were duly passed in writing on the above date

**SPECIAL RESOLUTIONS**

1 **THAT:**

- 1 1 the Company be authorised to exercise the power conferred by section 618 Companies Act 2006 to sub-divide each issued cumulative participating preference share of £1 00 each in the capital of the Company into 10 issued cumulative participating preference shares of £0 10 each in the capital of the Company,
- 1 2 892,065 issued ordinary shares of £0 10 each in the capital of the Company be re-designated as deferred shares of £0 10 each, having the rights and being subject to the restrictions set out in respect of such shares in the new articles of association of the Company
- 1 3 each issued cumulative participating preferred share of £0 10 each in the capital of the Company be re-designated as a deferred share of £0 10 each, having the rights and being subject to the restrictions set out in respect of such shares in the new articles of association of the Company

SIGNED by CHRISTINA VAUGHAN  
for and on behalf of )  
IMAGE SOURCE GROUP LIMITED )

**IMAGE SOURCE GROUP LIMITED**

**(the "Company")**

**CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE CUMULATIVE  
PARTICIPATING PREFERENCE SHARES OF £1 00 EACH IN THE CAPITAL OF THE  
COMPANY**

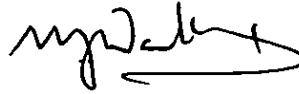
**(the "Preference Shares")**

The Income & Growth VCT PLC, being the holder of all the issued Preference Shares, hereby irrevocably and unconditionally consents to any and all modifications, abrogations and variations of the rights attaching to the Preference Shares proposed to be effected on or about the date hereof by

- 1 the sub-division of each Preference Share into 10 Preference Shares of £0 10 each in the capital of the Company,
- 2 the re-designation of each of the Preference Shares into a deferred share of £0 10 in the capital of the Company,
- 3 the re-designation of 892,065 ordinary shares of £0 10 each in the capital of the Company into deferred shares of £0 10 each in the capital of the Company,
- 4 the re-designation of 892,065 ordinary shares of £0 10 each in the capital of the Company into A ordinary shares of £0 10 each in the capital of the Company,
- 5 the adoption of new articles of association of the Company pursuant to the special resolution set out in the written resolution in the form attached, and
- 6 the allotment and issue of 782,076 A ordinary shares of £0 10 each in the capital of the Company, 308,226 B ordinary shares of £0 10 each in the capital of the Company and 198,237 C ordinary shares of £0 0001 each in the capital of the Company

Company Number 04647322

SIGNED by MOBEUS EQUITY PARTNERS  
LLP acting by one of its members in the  
presence of a witness acting as attorney for  
THE INCOME & GROWTH VCT PLC  
under a power of attorney dated 20 September  
2012



Witness's

Signature

Laura Taylor

Print Name

LAURA TAYLOR

Address

OLSWANG LLP

90 HIGH HOLBORN

WC1V 6XX

Occupation

TRAINEE SOLICITOR

Date

3 OCTOBER 2012

**Company Number: 04647322**

**IMAGE SOURCE GROUP LIMITED**

**(the "Company")**

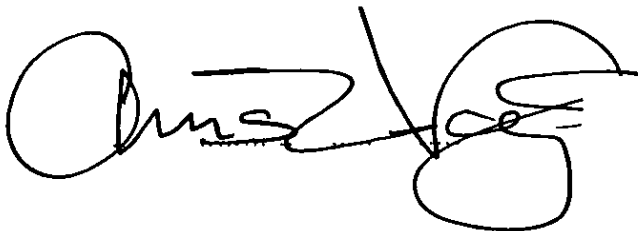
**CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE ORDINARY SHARES OF  
£0.10 EACH IN THE CAPITAL OF THE COMPANY  
(the "Ordinary Shares")**

We, being the holders of all the issued Ordinary Shares, hereby irrevocably and unconditionally consent to any and all modifications, abrogations and variations of the rights attaching to the Ordinary Shares proposed to be effected on or about the date hereof by

- 1 the sub-division of each cumulative participating preference share of £1 00 each in the capital of the Company into 10 cumulative participating preference shares of £0 10 each in the capital of the Company,
- 2 the redesignation of 892,065 Ordinary Shares into deferred shares of £0 10 each in the capital of the Company,
- 3 the redesignation of 892,065 Ordinary Shares into A ordinary shares of £0 10 each in the capital of the Company,
- 4 the redesignation of each of the cumulative participating preference shares of £0 10 each in the capital of the Company into a deferred share of £0 10 each in the capital of the Company,
- 5 the adoption of new articles of association of the Company pursuant to the special resolution set out in the written resolution in the form attached, and
- 6 the allotment and issue of 782,076 A ordinary shares of £0 10 each in the capital of the Company, 308,226 B ordinary shares of £0 10 each in the capital of the Company and 198,237 C ordinary shares of £0 0001 each in the capital of the Company

Company Number: 04647322

SIGNED by CHRISTINA STELLA MARIA )  
VAUGHAN )



Date 3 OCTOBER 2012

SIGNED by MOBEUS EQUITY PARTNERS  
LLP acting by one of its members in the  
presence of a witness acting as attorney for  
THE INCOME & GROWTH VCT PLC  
under a power of attorney dated 20 September  
2012



Witness's

Signature Laura Taylor

Print Name LAURA TAYLOR

Address OLSWANG LLP

90 HIGH HOLBORN

WC1V 6XX

Occupation TRAINEE SOLICITOR

Date 3 OCTOBER 2012