

Company Number. 04647322

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION OF THE MEMBERS

of

IMAGE SOURCE GROUP LIMITED

(the "Company")

Passed on 7 March 2013

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

SPECIAL RESOLUTION

THAT the terms of a share purchase agreement (the "**Share Purchase Agreement**") to be entered into by the Company and The Income & Growth VCT plc for the purchase by the Company of 396,473 D ordinary shares of £0 10 each in the capital of the Company for a total consideration of £200,000 and 438,544 deferred shares of £0 10 each in the capital of the Company for a total consideration of £1 00 as set out in the Share Purchase Agreement be approved and the Company be authorised to enter into the Share Purchase Agreement

SIGNED by DAVID GLEAM)
for and on behalf of)
IMAGE SOURCE GROUP LIMITED)



SATURDAY



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09/03/2013

#63

COMPANIES HOUSE

Company Number. 04647322

IMAGE SOURCE GROUP LIMITED

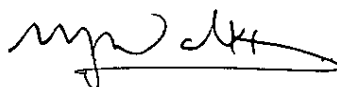
(the "Company")

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

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

the terms of a share purchase agreement (the "**Share Purchase Agreement**") to be entered into by the Company and The Income & Growth VCT plc for the purchase by the Company of 396,473 D ordinary shares of £0 10 each in the capital of the Company for a total consideration of £200,000 and 438,544 Deferred Shares of £0 10 each in the capital of the Company for a total consideration of £1 00 as set out in the Share Purchase Agreement

**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 7 March
2013



Witness's

Signature *Laura Taylor*

Print Name *LAURA TAYLOR*

Address *OLSWANG LLP*

90 HIGH HAYBARN

LONDON WC1V 6XX

Occupation *TRAINER SOLICITOR*

Date *7 March 2013*



A14

09/03/2013
COMPANIES HOUSE

#66

Company Number: 04647322

IMAGE SOURCE GROUP LIMITED

(the "Company")

**CONSENT TO THE VARIATION OF RIGHTS ATTACHED TO THE A ORDINARY SHARES OF
£0.10 EACH IN THE CAPITAL OF THE COMPANY**

(the "A Ordinary Shares")

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

the terms of a share purchase agreement (the "**Share Purchase Agreement**") to be entered into by the Company and The Income & Growth VCT plc for the purchase by the Company of 396,473 D ordinary shares of £0 10 each in the capital of the Company for a total consideration of £200,000 and 438,544 Deferred Shares of £0 10 each in the capital of the Company for a total consideration of £1 00 as set out in the Share Purchase Agreement


SIGNED by an attorney for CHRISTINA)
STELLA MARIA VAUGHAN under a)
power of attorney dated 4 March 2013)



SIGNED by ANTHONY HARRIS)



SIGNED by DAVID BLOOM)

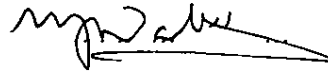


SIGNED by ADRIAN MYERS)

Date 7 March 2013

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



Witness's

Signature Laura Taylor

Print Name LAURA TAYLOR

Address QISWANG LLP,

90 HIGH HOLBORN, LONDON

WC1V 6XX

Occupation TRAINEE SOLICITOR

Date 7 March 2013