

Company Number: 5040786

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF
of
VIDEALERT LIMITED
(the "Company")**

24th April 2009
(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below be passed as a special resolution (the "Special Resolutions").

SPECIAL RESOLUTIONS

That the Directors be and are hereby empowered to allot shares in the capital of the Company as if the provisions of Articles 4.1 and 5 did not apply to such allotment, provided that the power conferred by this Resolution shall be limited

- (i) to any allotment of shares in the capital of the Company required pursuant to the conversion rights contained in a Convertible Loan Note Instrument created by the Company on or around the date of this Written Resolution, and under any Convertible Loan Note Certificates issued thereunder, and
- (ii) to any allotment of shares required pursuant to the exercise of any share option rights pursuant to share options granted to David Richmond, Michael Lister and Colin Humphreys on or about the date hereof over an aggregate maximum amount of 1,149,527 B Ordinary Shares of 10p each, such options being issued in connection to the Convertible Loan Note Instrument created by the Company on or around the date of this Written Resolution, and
- (iii) any share options issued by the Company in connection with any further issue of any further Convertible Loan Note Certificates issued by the Company pursuant to the Convertible Loan Note Instrument, to the subscribers of such further Convertible Loan Note Certificates, up to a maximum of 1,349,445 B Ordinary Shares of 10p

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

The undersigned, being persons entitled to vote on the above resolutions on the Circulation Date hereby irrevocably agree to the Special Resolution:



Signed by ROBERT STEVENSON


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Date

24/4/09
.....

Signed by DAVID TOWEY

.....

Date

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Signed by ROBERT ANDERSON

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Date

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Signed by MICHAEL LISTER

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Date

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Signed by MARGARET LISTER

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Date

.....

Signed by IAN CASHMORE

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Date

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Signed by CHARLES PRICE

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Date

.....

Signed by DAVID RICHMOND


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Date

24/4/2009
.....

Signed by SSAAS PARTNERSHIP 2


.....

Date

24/4/2009
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Signed by LINDA ANDERSON

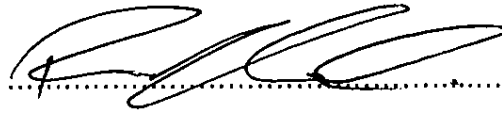
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Date

.....

Signed by ROBERT KINCH

.....



Date

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24/04/09

Signed by COLIN HUMPHREYS

.....

Date

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Signed by JULIA BURZYNSKA

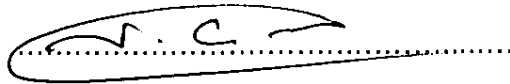
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Date

.....

Signed by NICK GAVRIEL

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Date

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24/04/09

Signed by DAVID MATTHEWS

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Date

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Company Number: 5040786

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

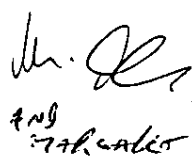
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- (iii) any share options issued by the Company in connection with any further issue of any further Convertible Loan Note Certificates issued by the Company pursuant to the Convertible Loan Note Instrument, to the subscribers of such further Convertible Loan Note Certificates, up to a maximum of 1,349,445 B Ordinary Shares of 10p

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Date

Signed by ROBERT ANDERSON

Date

Signed by MICHAEL LISTER

Date

Signed by MARGARET LISTER

Date

Signed by IAN CASHMORE

Date

Signed by CHARLES PRICE

Date

Signed by DAVID RICHMOND

Date

Signed by SSAAS PARTNERSHIP 2

Date



12.5.2009



12th May 2009

Company Number: 5040786

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE MEMBERS OF
of
VIDEALERT LIMITED
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Signed by ROBERT STEVENSON

Date

Signed by DAVID TOWEY

Date

Signed by ROBERT ANDERSON



Date 12/5/2009

Signed by MICHAEL LISTER

Date

Signed by MARGARET LISTER

Date

Signed by IAN CASHMORE

Date

Signed by CHARLES PRICE


Date

Signed by DAVID RICHMOND

Date

Signed by SSAAS PARTNERSHIP 2

Date



Signed by LINDA ANDERSON

.....

Date

12/5/2009
.....

Signed by ROBERT KINCH

.....

Date

.....

Signed by COLIN HUMPHREYS

.....

Date

.....

Signed by JULIA BURZYNSKA

.....

Date

.....

Signed by NICK GAVRIEL

.....

Date

.....

Signed by DAVID MATTHEWS

.....

Date

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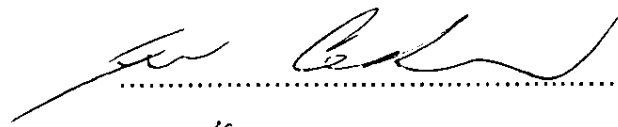
Date

Signed by MARGARET LISTER

Date

Signed by IAN CASHMORE

Date


1st MAY 2009

Signed by CHARLES PRICE

Date

Signed by DAVID RICHMOND

Date

Signed by SSAAS PARTNERSHIP 2

Date

Signed by LINDA ANDERSON

Date

Signed by ROBERT KINCH

Date

Signed by COLIN HUMPHREYS

Date

Signed by JULIA BURZYNSKA

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Signed by DAVID MATTHEWS

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Signed by NICK GAVRIEL

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Date

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Signed by DAVID MATTHEWS

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Date

.....

DMK Matthews
27 April, 2009

NOTES

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 - 1 **By Hand:** delivering the signed copy to David Richmond, Videalert Limited, 4th Floor, Hamilton House, Mabledon Place, London WC1H 9BB.
 - 2 **Post:** returning the signed copy by post to David Richmond, Videalert Limited, 4th Floor, Hamilton House, Mabledon Place, London WC1H 9BB.
 - 3 **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to drichmond@videalert.com. Please enter "Written resolutions dated [] April 2008" in the e-mail subject box.
2. If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before the expiry of this period.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.

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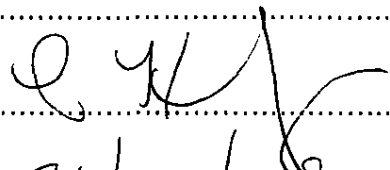
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Signed by COLIN HUMPHREYS

.....

Date

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24/04/09

Signed by JULIA BURZYNSKA

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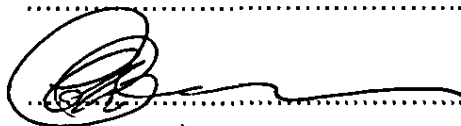
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