

ASSAYMETRICS LIMITED

(Company Registration Number 05227227)
(the "Company")

Written Resolutions

Passed on *9th December* 2009

WEDNESDAY



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A43

23/12/2009

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COMPANIES HOUSE

Companies Acts

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, resolutions (a) to (d) below were passed as **Special Resolutions** on the above date.

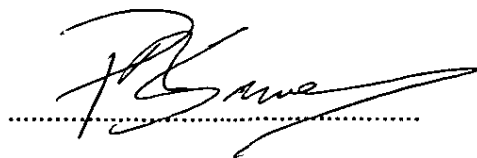
- (a) **THAT** in accordance with section 618 of the Act, the entire authorised share capital of the Company being 100 Ordinary Shares of £1.00 each held be subdivided into 10,000 Ordinary Shares of £0.01 each in the capital of the Company.
- (b) **THAT** 5,000 of the authorised but unissued £0.01 Ordinary Shares in the capital of the company be re-designated and converted into 3,000 £0.01 Preferred Ordinary Shares and 2,000 £0.01 Ordinary B Shares (as defined in the Amended Articles).
- (c) **THAT** the Company's Articles of Association (the "Articles") be replaced by the draft Articles of Association attached hereto (the "Amended Articles") to take effect from First Completion of the Investment Agreement between (1) the Company, (2) Pierre Graves and Others and (3) Finance Wales Investments (5) Limited (the Investment Agreement") as defined therein.
- (d) **THAT** any rights of pre-emption which the shareholders of the Company may have, howsoever arising, shall not apply in relation to the allotment of shares pursuant to the terms of the Investment Agreement.

Agreement

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

The undersigned, a person entitled to vote on the above resolutions on *8 December 2009*, hereby irrevocably agrees to the Special Resolutions:

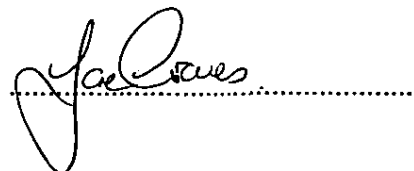
For and on behalf of **Pierre Graves**



Date:

8/12/09

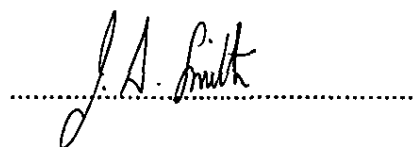
For and on behalf of **Jane Graves**



Date:

8th December 2009

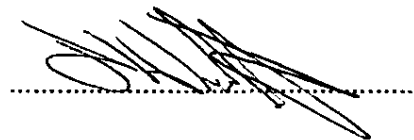
For and on behalf of **John Smith**



Date:

9th December 2009.

For and on behalf of **John Whateley**



Date:

9th December 2009.

NOTES

1. You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of 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:

By Hand: delivering the signed copy to the Company Secretary at the Registered Office.

Post: returning the signed copy by post to the Company Secretary at the Registered Office.

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.

2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless, within 28 days beginning with the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.

4. 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.
5. 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.