

5282756

Company No: 0582756

WRITTEN RESOLUTION

of

Transform Innovation Limited

(the "Company")

Pursuant to Section 281 and Chapter 2 of Part 13 Companies Act 2006

Date: 19 May 2011

In accordance with Chapter 2 of Part 13 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution ("Special Resolution")

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended as follows

1 By inserting a new Article 5.8 as follows

"5.8 Notwithstanding anything contained in these Articles (including for the avoidance of doubt but not limited to Articles 5, 6, 7 and 8), the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer

5.8.1 is to any Secured Party, or

5.8.2 is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or

5.8.3 is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

For the purposes of this Article, "**Secured Party**" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf "

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COMPANIES HOUSE

Agreement to written resolution

Please read the notes at the end of this document before signifying your agreement to the written resolutions.

The undersigned, a person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the Special Resolution

Signed by

Signature



PETER HARRIS

(print name of signatory)

for and on behalf of The Engine Group Limited

Date 19 May 2011

NOTES

Procedures for signifying agreement

- 1 If you agree to the Special Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below
 - **By hand** deliver the signed and dated copy to you (The Engine Group Limited, 60 Great Portland Street, London W1W 7RT)
 - **By post** return the signed and dated copy by post to you (The Engine Group Limited, 60 Great Portland Street, London W1W 7RT)

If you do not agree to the Special Resolution, you do not need to do anything. You will not be deemed to agree if you do not reply.
- 2 No electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolution

Period for agreeing to written resolution

- 3 Unless, by the end of May 2011, your agreement to the Special Resolution has been received, the written resolution will lapse. If you agree to the Special Resolution, please ensure that your agreement reaches us before or during that date. Your agreement will be ineffective if received after that date.