

XSMG Limited

Company number 5314967

PRIVATE COMPANY LIMITED BY SHARES

The following resolutions were proposed and duly passes as ordinary and special resolutions on 20th March 2008 but way of written resolution under Chapter 2 of part 13 of the Companies Act 2006

*Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1, 2 and 3 are passed as ordinary resolutions and resolutions 4 and 5 are passed as special resolutions

ORDINARY RESOLUTIONS

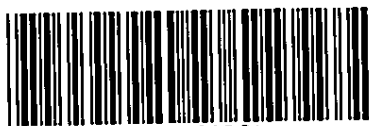
1 That the Directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot up to 22,100 Ordinary Shares of £0 01 each in accordance with the terms of the Circular sent to shareholders on 7 March 2008, to which these Written Resolutions are attached To the extent necessary, this authority shall vary the terms of all subsisting authorities granted by resolution of the members (to the extent unused) which shall continue to apply This authority shall expire on the third anniversary of the date of the passing of this resolution

2 That the Directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot the Management Warrants (and the issue of such shares thereunder) which give the holders of such warrants the right to convert into 7,740 Ordinary Shares of £0 01 each in accordance with the terms of the Management Warrant instrument To the extent necessary, this authority shall vary the terms of all subsisting authorities granted by resolution of the members (to the extent unused) which shall continue to apply This authority shall expire on the third anniversary of the date of the passing of this resolution

3 That the Directors of the Company are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot out of the balance of the authorised but unissued share capital of the Company, (having taken into account the authorities given in resolutions 1 and 2 above (if passed, in each case) as well as any shares to which RAB Special Situations (Master) Fund Limited ("RAB") may become entitled to under clause 8 2 of the Original Investment Agreement between, amongst others, the Company and RAB and various Directors of the Company dated 5 July 2007, and up to 10% of the issued share capital of the Company from time to time pursuant to the employee share option scheme to be established and implemented by the Company), to RAB (or its nominee), pursuant to clause 4 1 of a Supplemental Investment Agreement between, amongst others, the Company and RAB and various Directors of the Company dated 7 March 2008 To the extent necessary, this authority shall vary the terms of all subsisting authorities granted by resolution of the members (to the extent unused) which shall continue to apply This authority shall expire on the third anniversary of the date of the passing of this resolution

SPECIAL RESOLUTIONS

FRIDAY



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A21

06/06/2008

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COMPANIES HOUSE

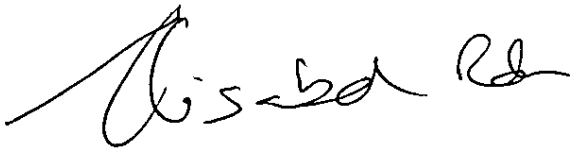
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Ed -

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4 That, subject to the passing of resolution 2, the Directors be and they are hereby empowered to allot the Management Warrants (and the issue of such shares thereunder) which give the holders of such warrants the right to convert into 7,740 Ordinary Shares of £0.01 each at £60 in accordance with the terms of the Management Warrant instrument as if Article 4.1 of the Company's articles of association did not apply to such allotment. To the extent necessary, this power shall vary the terms of all subsisting powers granted by resolution of the members (to the extent unused) which shall continue to apply. This power shall expire on the third anniversary of the date of the passing of this resolution.

5 That, subject to the passing of resolution 3, the Directors be and they are hereby empowered to allot out of the balance of the authorised but unissued share capital of the Company (having taken into account the authorities and shares referred to in resolutions 1 and 2 above (if passed, in each case) as well as any shares to which RAB may become entitled to under clause 8.2 of the Original Investment Agreement between, amongst others, the Company and RAB and various Directors of the Company dated 5 July 2007 and up to 10% of the issued share capital of the Company from time to time pursuant to the employee share option scheme to be established and implemented by the Company) to RAB (or its nominee), pursuant to clause 4.1 of a Supplemental Investment Agreement between, amongst others, the Company and RAB and various Directors of the Company dated 7 March 2008 as if Article 4.1 of the Company's articles of association did not apply to such allotment. To the extent necessary, this power shall vary the terms of all subsisting powers granted by resolution of the members (to the extent unused) which shall continue to apply. This power shall expire on the third anniversary of the date of the passing of this resolution.

Certified that the above is a true copy of the resolution so passed

A handwritten signature in black ink, appearing to read 'Elisabeth Robinson', written in a cursive style.

Elisabeth Robinson

Company Secretary