

Company No. 05341336

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**of**

**Plethora Solutions Holdings Plc**

**(the "Company")**

**(passed on 16 February 2009)**

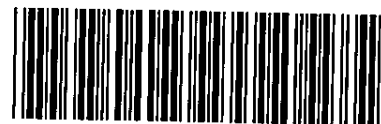
At the General Meeting of the Company held at the offices of Morrison & Foerster (UK) LLP, CityPoint, One Ropemaker Street, London EC2Y 9AW on Monday 16 February 2009 at 11.00 am the following resolutions were passed of which resolutions 1 to 3 are ordinary resolutions and resolutions 4 and 5 are special resolutions.

**ORDINARY RESOLUTIONS**

1. THAT, the authorised share capital of the Company be increased from £500,000 to £1,000,000 by the creation of 50,000,000 Ordinary Shares of 1 pence each.
2. THAT, in addition to the Company's existing section 80 authority, which shall continue in full force and effect, the Directors be and are hereby generally and unconditionally authorised, pursuant to section 80 of the 1985 Act, to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal amount of £53,333.32, in connection with the Placing (further details of which are set out in the Circular) during the period commencing on the date of the passing of this Resolution and expiring on the conclusion of the next annual general meeting of the Company (both dates inclusive), but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.
3. THAT, in addition to the authority conferred in Resolution 2 but in substitution for all other existing authorities, the Directors be and are hereby generally and unconditionally authorised, pursuant to section 80 of the 1985 Act, to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the 1985 Act) up to an aggregate nominal amount of £154,079.00 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this Resolution, provided that the Company may before such expiry make an offer or agreement which would or might require such relevant securities to be allotted

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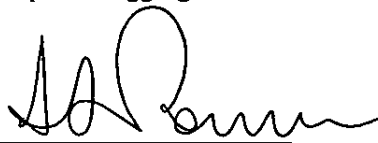
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after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

4. THAT, in addition to all existing powers under section 95 of the 1985 Act which shall continue in full force and effect the Directors be and are hereby empowered, pursuant to section 95 of the 1985 Act, subject to the passing of Resolution 2 set out above, to allot equity securities (within the meaning of section 94 of the 1985 Act) for cash pursuant to the authority given by the said Resolution 2 as if section 89(1) of the 1985 Act did not apply to any such allotments, provided that this power shall be limited to the allotment of equity securities for the purposes of the Placing (further details of which are set out in the Circular) and shall expire at the conclusion of the next annual general meeting of the Company, except that the Company may before such expiry make offers or agreements.
5. THAT, in addition to the authority conferred in Resolution 4 but in substitution for all other existing authorities and subject to the passing of Resolution 3 above, the Directors be and hereby generally empowered, pursuant to section 95 of the 1985 Act, to allot equity securities (within the meaning of section 94 of the 1985 Act) as if section 89(1) of the 1985 Act did not apply to any such allotment. This power:
  - (a) expires at the conclusion of the next annual general meeting of the Company following the passing of this Resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement; and
  - (b) is limited to:
    - (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Ordinary Shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of Ordinary Shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
      - (aa) to deal with equity securities representing fractional entitlements; and
      - (bb) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange, in any territory; and
    - (ii) allotments (otherwise than pursuant to sub-paragraph (i) above) of equity securities for cash up to an aggregate nominal amount of £61,631.60.



**CHAIRMAN**