

Company Number 5385726

WEDNESDAY



**WRITTEN RESOLUTION OF THE SOLE DIRECTOR
OF OPSCAPE LIMITED ("the Company")**

On 21st December 2007, I, the undersigned, being the Sole Director of the Company:

1 Proposal of business

1 1 NOTED the following business proposed to the Company

1 1 1 the variation of a loan instrument ("**Loan Instrument**") in the Company held by The Mercia Fund 1 ("**Mercia**") and the University of Warwick ("**the University**") dated 30 March 2007, and

1 1 2 the subscription by Mercia for 16,454 A Shares in the Company ("**Investment**")

2 Director's interests

2 1 DISCLOSED a personal interest in the proposed business pursuant to s317 Companies Act 1985 and the Company's articles of association as a director and shareholder in the Company and **RESOLVED** that such disclosure be inserted in the minute book

3 Production of documents

3 1 PRODUCED the following documents

3 1 1 a deed of variation of the Loan Instrument to be entered into by the Company ("**Deed of Variation**"),

3 1 2 Articles of Association ("**New Articles**") and Memorandum of Association ("**Amended Memorandum**") to be adopted and amended by the Company respectively,

3 1 3 written resolutions to be adopted by the shareholders of the Company ("**Resolutions**"),

3 1 4 an investment agreement to be entered into between the Sole Director, the Company, the University, and Mercia ("**Investment Agreement**"),

3 1 5 a disclosure letter to be given by the Sole Director and the Company to Mercia ("**Disclosure Letter**"),

- 3 1 6 an agreement in relation to intellectual property to be entered into between the Sole Director, the University and the Company ("**IP Agreement**")
- 3 1 7 an agreement in relation to the granting of shares options to be entered into between the Company and each of the University, Xinuo Chen, Richard Atkinson, and Kelly Lehman ("**Share Options Agreements**"),
- 3 1 8 a secondment agreement proposed to be entered into between the Company and the University in respect of the Founder's services ("**Secondment Agreement**"), and
- 3 1 9 service agreements to be entered into between the Company and each of the Sole Director and John Morley ("**Service Agreements**")

4 Deed of Variation

- 4 1 CONSIDERED carefully the Deed of Variation together with each of the matters referred to in s172(1) Companies Act 2006 ("**CA 2006**") and in particular, NOTED that its terms
 - 4 1 1 vary the Loan Instrument to make it consistent with the Investment Agreement, and
 - 4 1 2 are agreed by the University and Mercia
- 4 2 RESOLVED THAT the terms of the Deed of Variation be approved and, SUBJECT TO the Company's approval of the Investment Agreement and the same being entered into by all parties, the Sole Director and the Company Secretary be authorised to execute the same on behalf of the Company

5 Resolutions, Articles and Memorandum

- 5 1 CONSIDERED carefully the Resolutions, Articles and Amended Memorandum and in particular NOTED that the Resolutions
 - 5 1 1 re-designate certain Ordinary Shares as A Shares in order to create the A Shares required for the Investment,
 - 5 1 2 waive and dis-apply any pre-emption rights in respect of the A Shares and authorise the allotment of the same,
 - 5 1 3 adopt New Articles drafted to take into account the Investment and to incorporate terms appropriate for an expanding Company and in line with CA 2006, and
 - 5 1 4 amend the Memorandum to take into account the re-designation of shares
- 5 2 CIRCULATED the Resolutions to all the shareholders of the Company
- 5 3 RECEIVED the Resolutions from the shareholders and NOTED that the same had been duly passed and the New Articles and Amended Memorandum had been duly adopted and amended thereby

5 4 RESOLVED THAT,

- 5 4 1 a copy of the Resolutions be sent immediately to the auditors pursuant to s390 CA 1985 (as amended),
- 5 4 2 the Company be required to keep records comprising a copy of the Resolutions signed by the Sole Director in accordance with s355 CA 2006 and to ensure that the same are available for inspection in accordance with s358 CA 2006, and
- 5 4 3 the Resolutions, Form 122 and copies of the Amended Memorandum and New Articles be filed at Companies House

6 Investment Agreement

6 1 CONSIDERED carefully the Investment Agreement and the Disclosure Letter and in particular, NOTED

- 6 1 1 the conditions precedent to the Investment listed at clause 2 and Schedule 7 of the Investment Agreement ("**Conditions**"), including the execution of the Deed of Variation and the passing of the Resolution,
- 6 1 2 that under the Investment Agreement Mercia subscribes for 7,615 A Shares in consideration for £75,000 on Completion (as defined in the Investment Agreement) and 8,839 A Shares in consideration for £100,000 on or before March 2008 subject to the Company's achieving the milestones set out at Schedule 4 of the Investment Agreement
- 6 1 3 that warranties and undertakings in the terms set out at clause 6 and Schedule 2 of the Investment Agreement will be given by the Sole Director and the Company to Mercia subject to the matters fairly disclosed in the Disclosure Letter

6 2 RESOLVED THAT

- 6 2 1 having considered the matters in s172 CA 2006, the Investment would most likely promote the success of the Company for the benefit of its members as a whole and approval of the Investment would constitute a proper exercise of the directors' powers as Mercia would be able to provide the Company with working capital and resources to grow its business and access to a wider network of contacts and expertise and provide its business with a greater market presence, and
- 6 2 2 the terms of the Investment Agreement and the Disclosure Letter be approved and the Sole Director and the Company Secretary be authorised to execute the same on behalf of the Company

7 IP, Share Options, Secondment, and Service Agreements

7 1 CONSIDERED carefully the IP Agreement, Share Options Agreements, Secondment Agreement, and the Service Agreements together with the matters referred to in s172 CA 2006 and in particular NOTED

7 1 1 the IP Agreement is necessary to preserve the Company's rights to any intellectual property arising in respect of the business of the Company and to protect the interests of the Company in the long term,

7 1 2 the Share Options Agreements are necessary to honour the Company's existing obligations, as agreed and minuted in previous board meetings, to grant share options to the University and key employees and consultants,

7 1 3 the Secondment Agreement is necessary to formalise the relationship between the Sole Director, the University, and the Company and to fully resolve any conflicts between the Sole Director's continuing employment by the University and his ongoing involvement in the Company's future development,

7 1 4 under the Service Agreements

(i) John Morley will be appointed Executive Chairman of the Company and his involvement would provide the Company with specialist expertise and experience, and

(ii) the Sole Director will be appointed Chief Technology Officer and his involvement would provide the Company with specialist expertise and experience

7 2 RESOLVED THAT the terms of the IP Agreement, the Share Options Agreements, the Secondment Agreement, and Service Agreements be approved and the Sole Director and the Company Secretary be authorised to execute the same on behalf of the Company

8 Appointment of Directors

8 1 RESOLVED THAT

8 1 1 John Morley be appointed as a director of the Company with effect from Completion (as defined in the Investment Agreement), and

8 1 2 Register of Directors be updated and Form 288a be filed at Companies House accordingly

9 Execution of documents and deeds

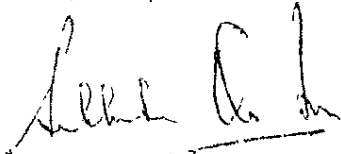
9 1 RESOLVED that any authority given in this Written Resolution for the execution of any document on behalf of the Company to be exercised by the Sole Director and the Company Secretary shall be deemed to include an authority for the Sole Director to agree any minor amendment, change, alteration, addition or deletion to, from or in respect of such document

10 Subscription

10 1 RESOLVED THAT SUBJECT TO the Investment Agreement being entered into by all parties and on Completion of the same, and further SUBJECT TO and against receipt of the subscription price therefore

- 10 1 1 7,615 A-Shares A be allotted and issued credited and fully paid to Mercia,
- 10 1 2 the Registers of Members be updated accordingly,
- 10 1 3 form 88(2) be filed at Companies House, and
- 10 1 4 the corresponding share certificate be issued to Mercia

Dated 21st, December 2007



Subhobrata Mitra