

**WRITTEN RESOLUTIONS**  
**OF**  
**VOLVOX GROUP LIMITED (the "Company")**

**Company Number: 5394180**

**21st**  
**Dated: 14<sup>th</sup> February 2008**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 2 below are passed as special resolutions (together "**Special Resolutions**")

**SPECIAL RESOLUTIONS**

- 1 **THAT** the redemption of the 1,417,500 A preference shares of £1 each the capital of the Company otherwise than in accordance with the Company's articles of association be and is hereby approved
- 2 **THAT** the redemption of 1,417,500 of the A preference shares of £1 each in the capital of the Company and 80,000 of the B preference shares of £1 each in the capital of the Company, otherwise than in accordance with the Company's articles of association, which took place on 21 December 2006 be and is hereby ratified

**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 14 February 2008 hereby irrevocably agrees to the Special Resolutions

**A ordinary shares**

Lloyds TSB Development Capital Limited

Lloyds TSB Ventures Nominees Limited  
Acting as Nominee for LDC Co-investment  
Plan 2005

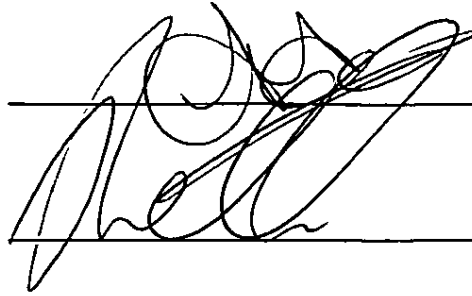
Keith Pacey




**B ordinary shares**

John M Hall



Anthony F Welham

Keith Pacey

Keith Pacey

**C ordinary shares**

William A Price

W A Price

Peter Harding

P. R. Harding

Jerzy F Skalski

J F Skalski

Ian A Pollitt

I A Pollitt

Rose Hellewell

R Hellewell

Martyn Brunger

Martyn Brunger

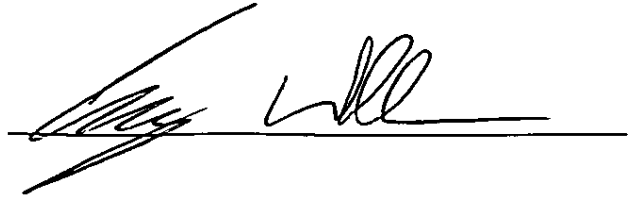
Nick Cameron

N Cameron

Nigel Stokes

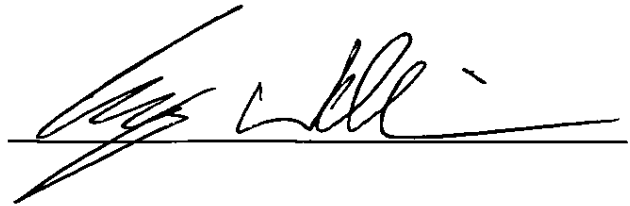
Nigel Stokes

Lloyds TSB Development Capital Limited




**A preference shares**

Lloyds TSB Development Capital Limited



**B preference shares**


John M Hall



Anthony F Welham



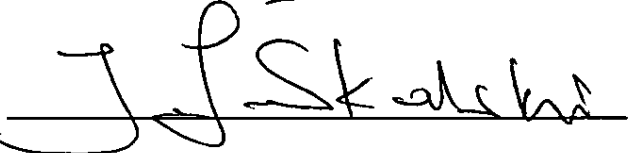
Keith Pacey



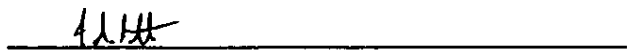
William A Price



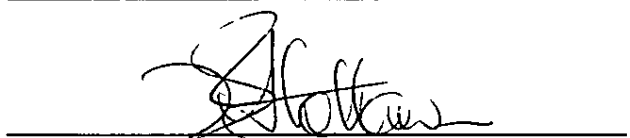
Peter Harding



Jerzy F Skalski



Ian A Pollitt



Rose Hellewell

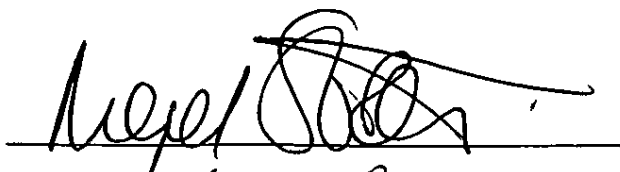


Martyn Brunger

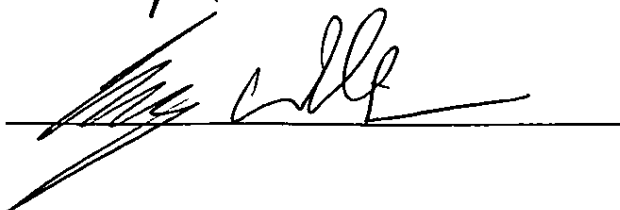


Nick Cameron

Nigel Stokes



Lloyds TSB Development Capital Limited



Dated <sup>21<sup>st</sup></sup>  
~~14<sup>th</sup>~~ February 2008

#### NOTES

- 1 You can choose to agree to all of the Special 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
  - (a) **By Hand** delivering the signed copy to Tony Welham at Volvox Group Limited Volvox House Gelderd Road Leeds LS12 6NA
  - (b) **Post** returning the signed copy by post to Tony Welham at Volvox Group Limited Volvox House Gelderd Road Leeds LS12 6NA
  - (c) **Fax** faxing the signed copy to 0113 231 0785 marked "For the attention of Tony Welham"
  - (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [tony.welham@volvox.uk.com](mailto:tony.welham@volvox.uk.com). Please enter "Written resolutions dated 14th February 2008" in the e-mail subject box

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 by 14th March 2008 sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during 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