

Company Number: 05460456

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**FIXNETIX LIMITED**

**(the "Company")**

TUESDAY



**CIRCULATED ON 8 SEPTEMBER 2009**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("CA2006"), the directors of the Company propose that resolutions 1 and 2 below are passed as ordinary resolutions of the Company and that resolution 3 is passed as a special resolution.

**ORDINARY RESOLUTIONS**

1. THAT, following the increase in share capital by the creation of 1,132,300 'A' Preferred Shares of £1 circulated on 15 April 2009, the Company's share capital was increased to £8,610,060 and not £8,609,300.
2. THAT the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 as amended (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to the authorised share capital of the Company provided that this authority is for a period expiring five years from the date of this resolution but the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

**SPECIAL RESOLUTION**

3. THAT, shareholders of the Company waive any pre-emption rights that they may have (whether pursuant to the Articles of Association of the Company (as amended from time to time) or otherwise) in relation to the issue of upto 125,000 'A' Ordinary

Shares of £0.0001 each in the Company to employees or other staff of the Company or its subsidiaries provided that the allotment of such shares, or the right to have such shares be allotted, has occurred or been granted prior to 31 December 2013.

### AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary and Special Resolutions above.

The undersigned, being persons entitled to vote on the above resolutions on 8 September 2009 hereby irrevocably agree to the Ordinary and Special Resolutions referred to above.

Signed ..... Dated.....

**Paul Ellis**

Signed ..... Dated.....

**Hugh Hughes**

Signed ..... Dated.....

**Alasdair Moore**

Signed ..... Dated.....

**Smith & Williamson Nominees Limited**

Signed ..... Dated.....

**Apsara Media Limited**

Signed ..... Dated.....

**John Scott & Partners Small Self**

**Administered Pension Scheme**

Signed ..... Dated.....

**Alex Wilkinson**

Signed ..... Dated.....

**Gail Rolfe**

Signed ..... Dated.....

**Marc Hughes**

Signed ..... Dated.....

**David Wenman**

Signed ..... Dated.....

**Geoff Chapman**

Signed ..... Dated.....

**Alliance Trust Savings Limited**

Signed ..... Dated.....

**Steven Gee**

Signed ..... Dated.....

**Delta Equity Fund II Limited Partnership**

Signed *Hail Server* ..... Dated *09-11-09* .....

**Avanti Ventures LLC *Manager***

Signed ..... Dated.....

**Ruairi Mulkere**

Signed ..... Dated.....

**Stuart Willoughby**

Signed ..... Dated.....

**Rod Kent**

Signed ..... Dated.....

**David Thompson**

Signed ..... Dated.....

**Tara Browne**

Signed ..... Dated.....

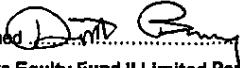
**Alliance Trust Pensions Limited**

Signed ..... Dated.....  
**David Wenman**

Signed ..... Dated.....  
**Geoff Chapman**

Signed ..... Dated.....  
**Alliance Trust Savings Limited**

Signed ..... Dated.....  
**Steven Gee**

Signed  ..... Dated Sept 19, 2009  
**Delta Equity Fund II Limited Partnership**

Signed ..... Dated.....  
**Avanti Ventures LLC**

Signed ..... Dated.....  
**Rualri Mulkers**

Signed ..... Dated.....  
**Stuart Willoughby**

Signed ..... Dated.....  
**Rod Kent**

Signed ..... Dated.....  
**David Thompson**

Signed ..... Dated.....  
**Tara Browne**

Signed ..... Dated.....  
**Alliance Trust Pensions Limited**

Signed ..... Dated.....

**David Wenman**

Signed ..... Dated.....

**Geoff Chapman**

Signed ..... Dated.....

**Alliance Trust Savings Limited**

Signed ..... Dated.....

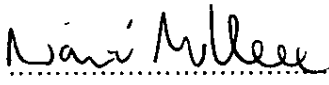
**Steven Gee**

Signed ..... Dated.....

**Delta Equity Fund II Limited Partnership**

Signed ..... Dated.....


**Avanti Ventures LLC**

Signed  ..... Dated 10/09/09 .....

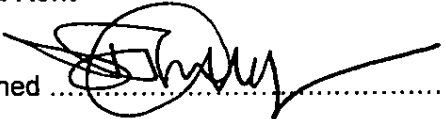
**Ruairi Mulkere**

Signed ..... Dated.....

**Stuart Willoughby**

Signed  ..... Dated 10-9-2009 .....

**Rod Kent**

Signed  ..... Dated 10/9/2009 .....

**David Thompson**

Signed ..... Dated.....

**Tara Browne**

Signed ..... Dated.....

**Alliance Trust Pensions Limited**

Signed ..... Dated.....  
**Mirador Capital Management**

Signed ..... Dated.....  
**Konstantin Graf Von Schweintz**

Signed  ..... Dated 9/9/9 .....  
**Michael Palmer**

Signed ..... Dated.....  
**Bob Fuller**

Signed ..... Dated.....  
**James Henchey**

Signed ..... Dated.....  
**Neil Smith**

Signed ..... Dated.....  
**Konrad Joy**

Signed ..... Dated.....  
**AU Global Trust – HSBC Trustee  
(C.I) Limited**

Signed ..... Dated.....  
**Goldlink Trust – HSBC Trustee  
(C.I) Limited**

Signed ..... Dated.....  
**Eli Dunnoos**

Signed ..... Dated.....  
**Annabel Baruch**

Signed ..... Dated.....  
**John Searle**

Signed ..... Dated.....  
**Mirador Capital Management**

Signed ..... Dated.....  
**Konstantin Graf Von Schweintz**

Signed ..... Dated.....  
**Michael Palmer**

Signed ..... Dated..... 10 / 05 / 09  
**Bob Fuller**

Signed ..... Dated.....  
**James Henchey**

Signed ..... Dated.....  
**Neil Smith**

Signed ..... Dated.....  
**Konrad Joy**

Signed ..... Dated.....  
**AU Global Trust – HSBC Trustee  
(C.I) Limited**

Signed ..... Dated.....  
**Goldlink Trust – HSBC Trustee  
(C.I) Limited**

Signed ..... Dated.....  
**Eli Dunnoos**

Signed ..... Dated.....  
**Annabel Baruch**

Signed ..... Dated.....  
**John Searle**

Signed ..... Dated.....

**Arek Baronowski**

Signed ..... Dated.....

**Jason Mochine**

Signed ..... Dated.....

**Thematic Capital Partners LLP**

Signed ..... Dated.....

**Marion Equity Partners Parallel LP**

Signed *William P. Egan* ..... Dated *9/9/09* .....

**Marion Equity Partners LP**

Signed *William P. Egan* ..... Dated *9/9/09* .....

**Adrienne Davis**

Signed ..... Dated.....

**Paul Atkins**

Signed ..... Dated.....

**Impact Solutions Limited**

Signed ..... Dated.....

**OCRA Trustees (Isle of Man) Limited**

**As Trustees of The Rexpark Road Trust**

#### **Notes**

1. You can choose to agree to all of the 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:

- (i) By Hand: delivering the signed copy to Fixnetix Limited, 18 Hanover Square, London W1S 1HX (for the attention of Hugh Hughes)



Signed A. Bar Dated 10/09/09  
**Arek Baronowski**

Signed [Signature] Dated 10/9/09  
**Jason Mochine**

Signed ..... Dated.....  
**Thematic Capital Partners LLP**

Signed ..... Dated.....  
**Marion Equity Partners Parallel LP**

Signed ..... Dated.....  
**Marion Equity Partners LP**

Signed Adrienne Davis Dated 10<sup>TH</sup> SEP 09  
**Adrienne Davis**

Signed ..... Dated.....  
**Paul Atkins**

Signed ..... Dated.....  
**Impact Solutions Limited**

Signed ..... Dated.....  
**OCRA Trustees (Isle of Man) Limited**  
**As Trustees of The Rexpark Road Trust**

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Signed ..... Dated.....  
**Arek Baronowski**

Signed ..... Dated.....  
**Jason Mochine**

Signed ..... Dated. 16/9/05.....  
**Thematic Capital Partners LLP**

Signed ..... Dated.....  
**Marion Equity Partners Parallel LP**

Signed ..... Dated.....  
**Marion Equity Partners LP**

Signed ..... Dated.....  
**Adrienne Davis**

Signed ..... Dated.....  
**Paul Atkins**

Signed ..... Dated.....  
**Impact Solutions Limited**

Signed ..... Dated.....  
**OCRA Trustees (Isle of Man) Limited**  
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  - (i) By Hand: delivering the signed copy to Fixnetix Limited, 18 Hanover Square, London W1S 1HX (for the attention of Hugh Hughes)

- (ii) Post: returning the signed copy to Fixnetix Limited, 18 Hanover Square, London W1S 1HX (for the attention of Hugh Hughes)
- (iii) Fax: faxing the signed copy to +44 (0)203 0088992 marked "For the attention of Hugh Hughes"
- (iv) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [hugh.hughes@fixnetix.com](mailto:hugh.hughes@fixnetix.com). Please enter "Written resolutions circulated 8 September 2009" 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 the date 28 days after the Circulation Date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, 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 or authority when returning this document.