

Company Number: 05460456

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**THE A ORDINARY SHAREHOLDERS OF**

**FIXNETIX LIMITED**

**(the "Company")**

**CIRCULATED ON 30 JANUARY 2008**

WEDNESDAY



A40      "AWW2DYXC"      16/04/2008      313  
COMPANIES HOUSE

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

**SPECIAL RESOLUTION**

- 1 THAT subject to the passing of the previous resolution the directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash upto the maximum authorised share capital of the Company of £ £5,801,933.33 as if section 89(1) of the Act did not apply to any such allotment, provided that
  - a) this power shall be limited to the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, and
  - b) and shall expire on 1 May 2008 (other than in respect to 127,945 ordinary shares of £0.0001 each which are to be made available to employees of the Company which shall expire on the fifth anniversary of this resolution) save that in each case the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

BC

# AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution above

The undersigned, being persons entitled to vote on the above resolution on 30 January 2008 hereby irrevocably agree to the Special Resolution referred to above

Signed .. *M. G. Wells* *Call for* Dated *26/02/08* Smith & Williamson Nominees Limited  
Smith & Williamson Nominees PO Box 52764  
25 Moorgate  
London  
EC2P 2UY

Signed .. *[Signature]* Dated ..  
Apsara Media Limited

Signed .. Dated ..  
John Scott & Partners Limited Small Self  
Administered Pension

Signed .. Dated ..  
Alex Wilkinson

Signed .. Dated ..  
Ken King

Signed .. Dated ..  
Gail Rolfe

Signed .. Dated ..  
Marc Hughes

Signed .. Dated ..  
David Wenman

Signed .. Dated ..  
Geoff Chapman

Signed .. Dated ..  
Alliance Trust Savings Limited

## AGREEMENT

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The undersigned, being persons entitled to vote on the above resolution on 30 January 2008 hereby irrevocably agree to the Special Resolution referred to above

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

**Smith & Williamson Nominees**

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

**Apsara Media Limited**

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

**John Scott & Partners Limited Small Self  
Administered Pension**

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

**Alex Wilkinson**

Signed . *Ken King* . Dated. *17/03/08*  
**Ken King**

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

**Gail Rolfe**

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

**Marc Hughes**

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

**David Wenman**

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

**Geoff Chapman**

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

**Alliance Trust Savings Limited**

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## AGREEMENT

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

**Smith & Williamson Nominees**

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

**Apsara Media Limited**

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

**John Scott & Partners Limited Small Self  
Administered Pension**

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

**Alex Wilkinson**

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

**Ken King**

Signed . . . . . Dated *25<sup>TH</sup> FEBRUARY 2008*

**Gail Rolfe**

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

**Marc Hughes**

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

**David Wenman**

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

**Geoff Chapman**

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

**Alliance Trust Savings Limited**

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**Smith & Williamson Nominees**

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**Apsara Media Limited**

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

**John Scott & Partners Limited Small Self**

**Administered Pension**

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

**Alex Wilkinson**

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

**Ken King**

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

**Gail Rolfe**

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

**Marc Hughes**

Signed . . . . . Dated . 17/02/08 . . . . .

**David Wenman**

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

**Geoff Chapman**

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

**Alliance Trust Savings Limited**

62

**AGREEMENT**

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Signed . . . . . Dated .

**Smith & Williamson Nominees**

Signed . . . . . Dated .

**Apsara Media Limited**

Signed . . . . . Dated

**John Scott & Partners Limited Small Self**

**Administered Pension**

Signed . . . . . Dated .

**Alex Wilkinson**

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

**Ken King**

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

**Gail Rolfe**

Signed . . . . . Dated .

**Marc Hughes**

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

**David Wenman**

Signed



**Geoff Chapman**

Dated

25/2/8

Signed . . . . . Dated

**Alliance Trust Savings Limited**

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

Signed *John O Sullivan* Dated. *4 February 2008*  
*FOR DELTA MANAGEMENT PARTNERS II LP*  
**Delta Equity Fund II Limited Partnership**

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

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 . . . . .  
**Mirador Capital Management**

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

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

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

Signed ..... Dated.....  
**Delta Equity Fund II Limited Partnership**

Signed *Hail Swen* ..... Dated *2/8/2008* .....  
*Manager*  
**Avanti Ventures LLC**

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. ....  
**Mirador Capital Management**

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

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

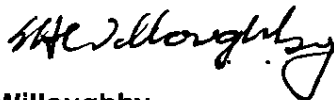


Signed . . . . . Dated . . . . .  
**Steven Gee**

Signed . . . . . Dated. . . . .  
**Delta Equity Fund II Limited Partnership**

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

Signed . . . . . Dated . . . . .  
**Ruairi Mulkere**

Signed  Dated 26<sup>th</sup> Feb 2008 .  
**Stuart Willoughby**

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

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

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

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

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

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**Konstantin Graf Von Schweintz**

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

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

Signed . . . . . Dated . . . . .  
**Delta Equity Fund II Limited Partnership**

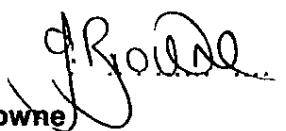
Signed . . . . . Dated. . . . .  
**Avanti Ventures LLC**

Signed . . . . . Dated . . . . .  
**Ruairi Mulkere**

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

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

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

Signed .  . . . . . Dated 5<sup>th</sup> Feb '08 . . . . .  
**Tara Browne**

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

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

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

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

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

Signed . . . . . Dated . . . . .  
**Delta Equity Fund II Limited Partnership**

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

Signed . . . . . Dated. . . . .  
**Ruairi Mulkere**

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

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

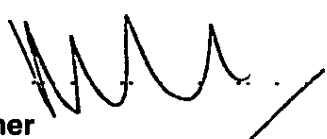
Signed .. . . . Dated .. . . .  
**David Thompson**

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

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

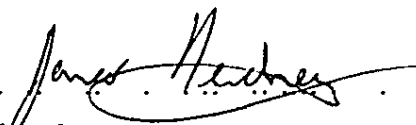
Signed . . . . . Dated . . . . .  
**Mirador Capital Management**

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

Signed  Dated. 7/2/18  
**Michael Palmer**

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

**Bob Fuller**

Signed 

**James Henchey**

Dated .. 9/2/08 .....

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**

## 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 Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Andrew Woolf)
  - (ii) Post returning the signed copy to Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Andrew Woolf)
  - (iii) Fax faxing the signed copy to 020 7663 8712 marked "For the attention of Andrew Woolf"

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

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

Signed Neil Smith Dated 6/2/08  
**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**

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- (iv) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [a.woolf@howardkennedy.com](mailto:a.woolf@howardkennedy.com). Please enter "Written resolutions circulated 30 January 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 27 February 2008, 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.