

**Company Number: 05460456**

**COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**FIXNETIX LIMITED**

**(the "Company")**

THURSDAY



**CIRCULATED ON 30 January 2009**

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

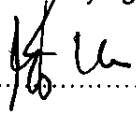
**SPECIAL RESOLUTION**

1. THAT, notwithstanding any provision of the Articles of Association of the Company (as amended from time to time) the following issues of shares in the Company or grants of rights to subscribe for shares in the Company be approved and ratified specifically, without limitation, as if any rights of pre-emption (however expressed) contained in the Articles of Association of the Company did not apply:
  - a) all issues of shares in the Company prior to the date of this resolution;
  - b) the grant and exercise from time to time of 127,945 ordinary shares of £0.0001 each in the Company as options to subscribe to staff of the Company;
  - c) the grant and exercise of a) £120,000 of warrants issued to ETV Capital (Jersey) Limited ("ETV") on 29 February 2008 including, without limitation, to subscribe for 31,043 'A' Ordinary Shares of £0.0001 each and 117,600 'A' Preferred Shares of £1 each in the Company and b) £115,000 of warrants issued or to be issued to ETV on 8 August 2008 and February 2009 including, without limitation, to subscribe for 26,031 'A' Ordinary Shares of £0.0001 each and 112,700 'A' Preferred Shares of £1 each in the Company; and
  - d) the grant and exercise of a) £150,000 of options to subscribe for shares in the Company issued to ETV on 29 February 2008 and b) £150,000 of options to subscribe for shares in the Company granted to ETV on 8 August 2008.

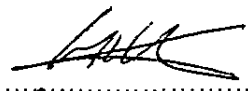
## AGREEMENT

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 2009 hereby irrevocably agree to the Special Resolution referred to above.

Signed  ..... Dated 9/2/09 .....

**Paul Ellis**

Signed  ..... Dated 9/2/09 .....

**Hugh Hughes**

Signed  ..... Dated 5/2/09 .....

**Alasdair Moore**

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

**Smith & Williamson Nominees Limited**

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

**Bengal Limited**

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

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

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

**Alex Wilkinson**

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

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

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

**Gail Rolfe**

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

**Marc Hughes**

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

**Paul Ellis**

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

**Hugh Hughes**

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

**Alasdair Moore**

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

**Smith & Williamson Nominees Limited**

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

**Bengal Limited**

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

**John Scott & Partners Limited Small Self**

**Administered Pension**

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

**Alex Wilkinson**

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

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

**As Trustees of The Rexpark Road Trust**

Signed ..... Dated... 6<sup>th</sup> February 2009

**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 *John O'Sullivan* ..... Dated *3 / 2 / 2009*.....

**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.....  
**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 *Hail Sevier* ..... Dated *2/6/08*.....  
**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.....

**Delta Equity Fund II Limited Partnership**

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

**Avanti Ventures LLC**

Signed *Ruairi Mulkere* Dated *5/02/09*

**Ruairi Mulkere**

Signed *Stuart Willoughby* Dated *5th Feb 09*

**Stuart Willoughby**

Signed *Rod Kent* Dated *4th February 2009*

**Rod Kent**

Signed *David Thompson* Dated *4th February 2009*

**David Thompson**

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

**Tara Browne**

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

**Alliance Trust Pensions Limited**

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

**John Searle**

Signed *A. Baronowski* ..... Dated *05/02/2009* .....

**Arek Baronowski**

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

**Jason Mochine**

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

**Thermatic 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**

#### **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 Irwin Mitchell, 150 Holborn, London EC1N 2NS (for the attention of Andrew Woolf)
  - (ii) Post: returning the signed copy to Irwin Mitchell, 150 Holborn, London EC1N 2NS (for the attention of Andrew Woolf)

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

**John Searle**

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

**Arek Baronowski**

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

**Jason Mochine**

*5<sup>th</sup> February 2009*

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

**Thermatic Capital Partners LLP**

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

**Marion Equity Partners Parallel LP**

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

**Marion Equity Partners LP**

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

**Adrienne Davis**

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

**Paul Atkins**

*4<sup>th</sup> Feb 2009*

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

**Impact Solutions Limited**

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

**John Searle**

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


**Arek Baronowski**

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


**Jason Mochine**

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

**Thermatic Capital Partners LLP**

Signed  ..... Dated 2/3/09

**Marlon Equity Partners Parallel LP**

Signed  ..... Dated 2/3/07

**Marlon Equity Partners LP**

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

**Adrienne Davis**

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

**Paul Atkins**

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

**Impact Solutions Limited**

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  - (ii) Post: returning the signed copy to Irwin Mitchell, 150 Holborn, London EC1N 2NS (for the attention of Andrew Woolf)

(iii) Fax: faxing the signed copy to 020 7242 5976 marked "For the attention of Andrew Woolf"

(iv) E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [andrew.woolf@irwinmitchell.com](mailto:andrew.woolf@irwinmitchell.com). Please enter "Written resolutions circulated 30 January 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 27 February 2009, 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.