

Tara Brown

Company Number: 05460456

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

FIXNETIX LIMITED

(the "Company")

TUESDAY



A07 11/05/2010
COMPANIES HOUSE

84

CIRCULATED ON 19 April 2010

The undersigned, being the members of the Company who at the date of circulation of the resolution are entitled to vote on the resolution (being the "eligible members" for the purposes of Section 219 of the Companies Act 2006), **RESOLVE AND AGREE** that the following resolutions proposed by the directors of the Company be passed, in the case of resolutions 1 and 2, as written special resolutions of the Company and, in the case of resolution 3, as a written ordinary resolution of the Company in each case to take effect pursuant to Chapter 2 of Part 13 of the 2006 Act

SPECIAL RESOLUTIONS

- 1 **THAT**, the Articles of Association of the Company be amended by replacing the wording in article 2 1 with the following wording "The Company shall not have a maximum authorised share capital"
- 2 **THAT**, subject to the passing of resolution 3, the Directors be generally empowered to allot 'A' Ordinary shares of £0 0001 each in the capital of the Company pursuant to the authority conferred by resolution 3, as if the pre-emption contained in Article 3 of the Company's Articles of Association or elsewhere did not apply to any such allotment, provided that this power shall be limited to the allotment of up to 60,000 'A' Ordinary shares of £0 0001 each in the capital of the Company

ORDINARY RESOLUTION

- 3 **THAT**, in accordance with section 551 of the 2006 Act, the directors of the Company be generally and unconditionally authorised to allot up to 60,000 'A' Ordinary shares of £0 0001 each in the capital of the Company or grant rights to subscribe for such shares in the capital of the Company ("Rights") provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is five years from the date on which the resolution is passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the directors of the Company may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in addition to all previous authorities conferred on the directors of the Company in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act

AGREEMENT

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

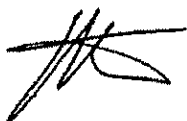
The undersigned, being persons entitled to vote on the above resolutions on the circulation date stated above hereby irrevocably agree to the Ordinary and Special Resolutions referred to above

Signed

Dated

Paul Ellis

Signed



Dated

28 April 2010.

Hugh Hughes

Signed

Dated

Smith & Williamson Nominees Limited

Signed

Dated

Bengal Limited

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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Paul Ellis

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Dated

Hugh Hughes

Signed

Dated

Smith & Williamson Nominees Limited

Signed

Dated

Bengal Limited

Signed

Dated

Alex Wilkinson

Signed

Dated

OCRA Trustees (Isle of Man Limited)

As Trustees of The Rexpark Road Trust

Signed

Dated 21. 04. 10.

Gail Rolfe

Signed

Dated

Marc Hughes

Signed

David Wenman

Dated

20/04/10.

Signed

Geoff Chapman

Dated

Signed

Alliance Trust Savings Limited

Dated

Signed

Steven Gee

Dated

Signed

Delta Equity Fund II Limited Partnership

Dated

Signed

Avanti Ventures LLC

Dated

Signed

Ruairi Mulkere

Dated

Signed

Stuart Willoughby

Dated

Signed

Rod Kent

Dated

Signed

David Thompson

Dated

Signed

Dated

David Wenman

Signed

Dated

Geoff Chapman

Signed

K. Manser

Dated

27/04/2010 27/04/2010

Alliance Trust Savings Limited

Signed

Dated

Steven Gee

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Delta Equity Fund II Limited Partnership

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Avanti Ventures LLC

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Ruairi Mulkere

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Rod Kent

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David Thompson

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David Wenman

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Geoff Chapman

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Dated

Alliance Trust Savings Limited

Signed

Dated

Steven Gee

24/4/10

Signed

Dated

Delta Equity Fund II Limited Partnership

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Dated

Avanti Ventures LLC

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Dated

Ruain Mulkere

Signed

Dated

Stuart Willoughby

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Rod Kent

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David Thompson

Signed ...

Dated ..

David Wenman

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Geoff Chapman

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Dated

Alliance Trust Savings Limited

Signed

Dated

Steven Gee

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Dated 22/4/10

Delta Equity Fund II Limited Partnership

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Avanti Ventures LLC

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Ruairi Mulkere

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Dated

Stuart Willoughby

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Rod Kent

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David Thompson

Irwin Mitchell LLP

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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 *Paul Senior*
Manager
Avanti Ventures LLC

Dated ... *4/22/10* ...

Signed

Dated

Ruairi Mulkere

Signed

Dated

Stuart Willoughby

Signed

Dated

Rod Kent

Signed

Dated.....

David Thompson

Irwin Mitchell LLP

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David Wenman

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Geoff Chapman

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Alliance Trust Savings Limited

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Steven Gee

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Dated

Delta Equity Fund II Limited Partnership

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Dated

Avanti Ventures LLC

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Ruairi Mulkere

Signed

Stuart Willoughby

Dated

25th April 2010

Stuart Willoughby

Signed

Dated

Rod Kent

Signed

Dated

David Thompson

Signed

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David Wenman

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Dated

Geoff Chapman

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Alliance Trust Savings Limited

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Steven Gee

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Delta Equity Fund II Limited Partnership

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Avanti Ventures LLC

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Ruairi Mulkere

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Stuart Willoughby

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Dated *20th APRIL 2010*

Rod Kent

Signed

Dated

David Thompson

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Dated

David Wenman

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Dated

Geoff Chapman

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Alliance Trust Savings Limited

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Delta Equity Fund II Limited Partnership

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Stuart Willoughby

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Rod Kent


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David Thompson

Irwin Mitchell LLP

14/04/2010 17:30

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Tara Browne

Dated 26/4/2010

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Mirador Capital Management

Dated

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Konstantin Graf Von Schweintz

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Michael Palmer

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Bob Fuller

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James Henchey

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Neil Smith

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(C.I) Limited

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Tara Browne

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Mirador Capital Management

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Neil Smith

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Konrad Joy

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Dated

AU Global Trust – HSBC Trustee

(C.I) Limited

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Goldlink Trust – HSBC Trustee

(C.I) Limited

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Dated

26-APRIL-2010

Elie Dunnoos

ELIE DUNNOOS

Signed

Dated

Annabel Baruch

Signed

Dated

John Searle

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Dated

Arek Baronowski

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Jason Mochine

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Thematic Capital Partners LLP

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Marion Equity Partners LP

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Adrienne Davis

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Paul Atkins

Irwin Mitchell LLP

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Irwin Mitchell LLP

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(C.I) Limited

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Dated

Eli Dunnoos

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Dated

Annabel Baruch

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Dated

John Searle

Signed

Dated

Arek Baronowski

Signed

Dated 1st May 2010

Jason Mochine

Signed

Dated

Thematic Capital Partners LLP

Signed

Dated

Marion Equity Partners LP

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Dated

Adrienne Davis

Signed

Dated

Paul Atkins

Irwin Mitchell LLP

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(C.I) Limited

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Eli Dunnoos

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Annabel Baruch

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Arek Baronowski

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Jason Mochine

Signed

Dated

for & on behalf of
Thematic Capital Partners LLP

28/4/10

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Dated

Marion Equity Partners LP

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A Davis
Adrienne Davis

29/4/10

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Paul Atkins

Irwin Mitchell LLP

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Paul Atkins

Irwin Mitchell LLP

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Impact Solutions Limited

Signed



Dated

26th April 2010

Matt Dangerfield

Signed

Dated

Bron Ellis

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Dated

Neil Kelly

Signed

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Tony Kingsnorth

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Jas Dhillon

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Quaid Ali

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Paul Simion

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Andy Wright

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Pat Cook

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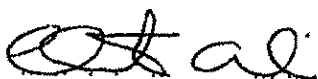
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Jas Dhillon

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Qaid Ali

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Jas Dhillon

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Quaid Ali

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Paul Simion

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Andy Wright

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Patricia Cook

Dated

21 April 2010

Pat Cook

Signed

Sai Yuen Shik

Dated

20-04-2010.

Sai Yuen Shik

Signed

Dated

Towry Law Pensions Trustees Limited

Signed

Dated

Jason Hines

Signed

Dated

Kirsty Baranowski

Signed

Dated

Searle Discretionary Settlement

Signed

Dated

Alliance Trust Pensions 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 Fixnetix Limited, 33 Grosvenor Place, London, SW1X 7HY (for the attention of David Thompson),
 - (ii) Post returning the signed copy to 33 Grosvenor Place, London, SW1X 7HY (for the attention of David Thompson),
 - (iii) Fax faxing the signed copy to 0203 0088992 marked "For the attention of David Thompson",
 - (iv) E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to david.thompson@fixnetix.com Please enter "Written resolutions circulated 19 April 2010" in the e-mail subject box

Signed

Dated

Sai Yuen Shik

Signed

Dated

Towry Law Pensions Trustees Limited

Signed

Dated

Jason Hines

Signed *Kirsty Baranowski* Dated *26/10/2010*
Kirsty Baranowski

Signed

Dated

Searle Discretionary Settlement

Signed

Dated

Alliance Trust Pensions Limited

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Sai Yuen Shik

Signed

Dated

Towry Law Pensions Trustees Limited

Signed

Dated

Jason Hines

Signed

Dated

Kirsty Baranowski

Signed

Dated

Searle Discretionary Settlement

Signed

Dated 27/04/2010

Alliance Trust Pensions Limited

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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 that is 28 days after the Circulation Date referred to above, 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