

Company Number 05460456

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

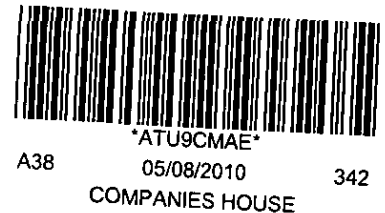
WRITTEN RESOLUTIONS

OF

FIXNETIX LIMITED

(the "Company")

THURSDAY



CIRCULATED ON 6 JULY 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 resolution 1 as a written special resolution of the Company and, in the case of resolution 2, 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 RESOLUTION

- 1 THAT, subject to the passing of resolution 2, the Directors be generally empowered to issue to ETV Capital (Jersey) Limited ("ETV") (a) £100,000 of warrants to subscribe for shares in the Company including without limitation 22,024 'A' Ordinary Shares of £0 0001 each and 98,000 'A' Preferred Shares of £1 each in the Company pursuant to such warrants and (b) £150,000 of options to subscribe for shares in the capital of the Company, in both cases as if the pre-emption contained in Article 3 of the Company's Articles of Association or elsewhere did not apply

ORDINARY RESOLUTION

- 2 THAT, in accordance with section 551 of the 2006 Act, the directors of the Company be generally and unconditionally authorised to allot and/or issue (a) £100,000 of warrants to subscribe for shares in the Company including without limitation 22,024 'A' Ordinary Shares of £0 0001 each and 98,000 'A' Preferred Shares of £1 each in the Company pursuant to such warrants and (b) £150,000 of options to subscribe for shares in the capital of the Company provided that in both cases 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 subscribe for shares to be granted and the directors of the Company may allot shares or grant rights to subscribe for shares 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 signifying your agreement to the Special Resolution above

The undersigned, being persons entitled to vote on the above resolution on [] July 2010 hereby irrevocably agree to the Special Resolution referred to above

Signed
Paul Ellis

Dated

15th July 10.

Signed
Hugh Hughes

Dated

Signed
Smith & Williamson Nominees Limited

Dated

Signed
Bengal Limited

Dated

Signed
Alex Wilkinson

Dated

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

Dated

Signed
Gail Rolfe

Dated

Signed
Marc Hughes

Dated

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Hugh Hughes

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Dated

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Signed

Dated

Bengal Limited

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Dated

Alex Wilkinson

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As Trustees of The Rexpark Road Trust

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Paul Ellis

Signed

Dated

Hugh Hughes

Signed

Dated

Smith & Williamson Nominees Limited

Signed

Dated

Bengal Limited

Signed

Alex Wilkinson

Dated

10 July 2010

Signed

Dated

OCRA Trustees (Isle of Man Limited)

As Trustees of The Rexpark Road Trust

Signed

Dated

Gail Rolfe

Signed

Dated

Marc Hughes

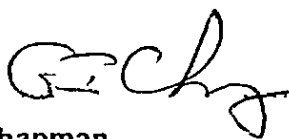
Signed

David Wenman

Dated

Signed

Geoff Chapman



Dated

22/7/10

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

Tara Browne

Dated

Signed

Alliance Trust Pensions Limited

Dated

Signed
David Wenman

Dated

Signed
Geoff Chapman

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Signed
Alliance Trust Savings Limited

Dated

Signed
Steven Gee

Dated

15/7/10

Signed
Delta Equity Fund II Limited Partnership

Dated

Signed
Avanti Ventures LLC

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Signed
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Dated

Signed
Stuart Willoughby

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Rod Kent

Dated

Signed
David Thompson

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Signed
Tara Browne

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Signed
Alliance Trust Pensions Limited

Dated

Signed Dated
David Wenman

Signed Dated
Geoff Chapman

Signed Dated
Alliance Trust Savings Limited

Signed Dated
Steven Gee

Signed *John O'Sullivan* Dated *7/7/10*
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 *Neil Sevier* Dated *July 6, 2010*
Neil Sevier
Avanti Ventures LLC

Signed Dated.....
Ruzini Mulkere

Signed Dated.....
Stuart Willoughby

Signed Dated.....
Rod Kent

Signed Dated.....
David Thompson

Signed Dated.....
Tara Brown

Signed Dated.....
Alliance Trust Pensions Limited

Signed
David Wenman

Dated

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

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Signed
Stuart Willoughby

Dated

Signed
Rod Kent

Dated

Signed 
David Thompson

Dated 12/07/2010.

Signed
Tara Browne

Dated

Signed
Alliance Trust Pensions Limited

Dated

Signed
David Wenman

Dated

Signed
Geoff Chapman

Dated

Signed
Alliance Trust Savings Limited

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Signed
Steven Gee

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Signed
Delta Equity Fund II Limited Partnership

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Signed
Ruairi Mulkere

Dated

Signed
Stuart Willoughby

Dated

Signed
Rod Kent

Dated

Signed
David Thompson

Dated

Signed  **Tara Browne**

Dated 13/7/2010

Signed
Alliance Trust Pensions Limited

Dated

Signed
Mirador Capital Management

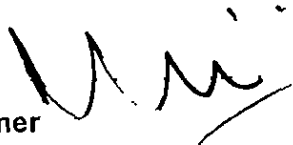
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Signed
Konstantin Graf Von Schweintz

Dated

Signed
Michael Palmer

Dated



8/7/10

Signed
Bob Fuller

Dated

Signed
James Henchey

Dated

Signed
Neil Smith

Dated

Signed
Konrad Joy

Dated

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

Dated

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

Dated

Signed
Eli Dunnoos

Dated

Signed
Annabel Baruch

Dated

Signed
John Searle

Dated

Signed
Mirador Capital Management

Dated

Signed
Konstantin Graf Von Schweintz

Dated

Signed
Michael Palmer

Dated

Signed
Bob Fuller

Dated 9 Jun 2010

Signed
James Henchey

Dated

Signed
Neil Smith

Dated

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Konrad Joy

Dated

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

Dated

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**Goldlink Trust – HSBC Trustee
(C I) Limited**

Dated

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Eli Dunnoos

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Annabel Baruch

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Signed
John Searle

Dated

Signed _____ Dated _____
Mirador Capital Management

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Konstantin Graf Von Schweintz

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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 as Trustee
Authorised Signatories
Signed *[Signature]* Dated _____

Goldlink Trust – HSBC Trustee
(C.I) Limited

Signed _____ Dated _____
Eli Dunnoos

Signed _____ Dated _____
Annabel Baruch

Signed _____ Dated _____
John Searle

19/7/2010

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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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Konrad Joy

Dated

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

Dated

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

Dated

Authorized Signatories
Signed *[Signature]*
Eli Dunnoos

Dated

19/7/2010

Signed
Annabel Baruch

Dated

Signed
John Searle

Dated

Signed

Dated

Searle Discretionary Settlement

Signed



Dated

10/7/10

Arek Baronowski

Signed

Dated

Jason Mochine

Signed

Dated

Thematic Capital Partners LLP

Signed

Dated

Kirsty Baranowski

Signed

Dated

Marion Equity Partners LP

Signed

Dated

Adrienne Davis

Signed

Dated

Paul Atkins

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Impact Solutions Limited

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Matt Dangerfield

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Bron Ellis

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Neil Kelly

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Searle Discretionary Settlement	

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Arek Baronowski	

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Jason Mochine			

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Thematic Capital Partners LLP	

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Kirsty Baranowski	

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Marion Equity Partners LP	

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Adrienne Davis	

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Paul Atkins	

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Impact Solutions Limited	

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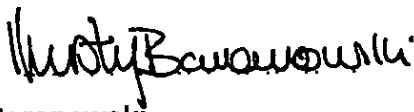
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Jason Mochine

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Thematic Capital Partners LLP

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Signed 
Kirsty Baranowski

Dated *13th July 2010*

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Marion Equity Partners LP

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Adrienne Davis

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Kirsty Baranowski

Signed Dated

Marion Equity Partners LP

Signed *A Davis* Dated *15 / 7 / 10*

Adrienne Davis

Signed Dated

Paul Atkins

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Impact Solutions Limited

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Signed
Matt Dangerfield

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Signed *Brian Ellis*
Brian Ellis

Dated *10/7/2010*

Signed
Neil Kelly

Dated

Signed

Dated

Tony Kingsnorth

Signed



Dated

11/07/2010

Jas Dhillon

Signed

Dated

Quaid Ali

Signed

Dated

Paul Simion

Signed

Dated

Andy Wright

Signed

Dated

Pat Cook

Signed

Dated

Sai Yuen Shik

Signed

Dated

Towry Law Pensions Trustees Limited

Signed

Dated

Jason Hines

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),

Signed
Tony Kingsnorth

Dated

Signed
Jas Dhillon

Dated

Signed  Dated 13/7/2010
Quaid Ali

Signed
Paul Simion

Dated

Signed
Andy Wright

Dated

Signed
Pat Cook

Dated

Signed
Sai Yuen Shik

Dated

Signed
Towry Law Pensions Trustees Limited

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Signed
Andy Wright

Dated

Signed
Pat Cook

Dated

Signed *Sai Yuen Shik*
Sai Yuen Shik

Dated 10 - 07 - 2010

Signed
Towry Law Pensions Trustees Limited

Dated

Signed
Jason Hines

Dated

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- (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 6 July 2010" 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 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