

Company Number: 5527240

**THE COMPANIES ACTS 1985 AND 2006**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS OF THE MEMBERS**

of

**PENSIONDCISIONS LIMITED**

(the "Company")

Passed on 06 August 2010

THURSDAY



Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**"), which were proposed as ordinary and special resolutions as set out below, were duly passed in writing on the above date

**ORDINARY RESOLUTION**

1 THAT

1 1 the directors of the Company be generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount equal to £753 70 This authority shall expire on 31 January 2011, but the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted after it has expired and may allot shares under any such offer or agreement notwithstanding that this authority has expired, and

1 2 this authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 Companies Act 1985 or section 551 Companies Act 2006

**SPECIAL RESOLUTION**

2 THAT the articles of association of the Company be amended by

2 1 deleting the statement of the Company's objects which immediately before 1 October 2009 constituted paragraph 3 of the Company's memorandum of association and is now treated as a provision of the Company's articles of association by virtue of section 28 Companies Act 2006,

2 2 deleting all other provisions which immediately before 1 October 2009 were contained in the Company's memorandum of association and are now treated as provisions of the Company's articles of association by virtue of section 28 Companies Act 2006,

- 2 3 the deletion of the existing definition of "Option Pool", to be replaced with the following definition

**"Option Pool"** 33,827 Ordinary Shares reserved for the grant of options under the Company Share Scheme",

- 2 4 the deletion of the existing article 2 1 and the addition of the following as new article 2 1

*"The liability of the members is limited to the amount, if any, unpaid on the shares held by them ", and*

- 2 5 the deletion of the existing article 3 2 and the addition of the following as new article 3 2

*"Save for with the prior written consent of the holders of not less than 90% of the shares in the capital of the Company, before any equity securities (within the meaning set out in Article 3 13) are allotted, they shall all be offered to all the members. Every offer shall be made by notice and shall specify the number of equity securities offered, the price payable for each equity security and when it is payable, the offer period (being not less than seven days and not more than 21 days) at the end of which the offer, if or to the extent not taken up, will be deemed to have been declined, the people (if already identified) to whom the Company intends to allot all or any of the equity securities if they are not applied for by the members, and whether or not the offer is conditional on all or a specified minimum number of equity securities being taken up "*

SIGNED by  
on behalf of PENSIONDCISIONS LIMITED

)  Secretary  
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