

You should read the notes at the end of this document before signifying your agreement to the below resolution. Unless sufficient agreement has been received for the resolution to be passed within 28 days of the Circulation Date, it will lapse.

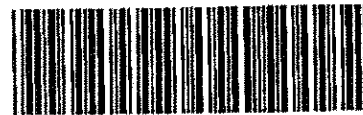
E-STACK LIMITED

(Registered in England - No 05676785)

WRITTEN RESOLUTION

(Circulated 17 December 2008)

SATURDAY



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24/01/2009

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COMPANIES HOUSE

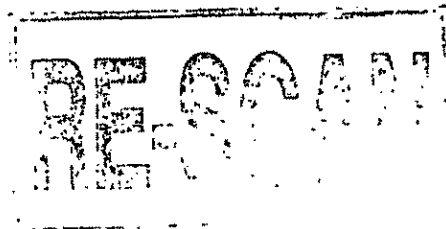
The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed, in the case of resolutions (A), (B) and (C) as ordinary written resolutions, in the case of resolutions (D) and (E) as special written resolutions:

ORDINARY RESOLUTIONS

- (A) THAT the authorised share capital of the Company be hereby increased by £150 from £154 to £304 by the creation of 150 Ordinary Shares, such Ordinary Shares to rank *pari passu* in all respects with the existing Ordinary Shares of the Company. X
- (B) THAT the Board be and is hereby generally and unconditionally authorised to exercise all of the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) pursuant to the conversion of all of the loan notes issued pursuant to a Loan Note Instrument entered into by the Company on or around the date of this Resolution ("Loan Note Instrument"). C
- (C) THAT for the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of duty of a director under that section to avoid a situation in which he has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company. 2

SPECIAL RESOLUTION

- (D) THAT the directors be and they are empowered pursuant to section 95 of the Act to allot Ordinary Shares or Preference Shares (as the case may be) in respect of the allotment of shares pursuant to the conversion of all of the loan notes issued pursuant to the Loan Note Instrument, as if section 89(1) of the Act did not apply to any such allotment and that the pre-emption rights set out in the Articles of Association of the Company for the time in force ("Articles") be hereby dis-applied and waived in respect of the allotment of shares pursuant to the conversion of all of the loan notes issued pursuant to the Loan Note Instrument.
- (E) THAT the new Articles of Association in the form attached hereto and, for identification purposes only, initialled on the front page by the two existing directors, be hereby adopted in substitution for and to the exclusion of all other Articles of Association of the Company. Adopt HKS



28/1/09 60

We, the undersigned, being all the members entitled to vote on the above resolution on the Circulation Date, **IRREVOCABLY AGREE** to the above resolutions.

Signature: AQ W. W.

Name: Andrew Woods

Duly authorised for and on behalf of
ANDREW WILLIAM WOODS

Date: 18 DECEMBER 2008

Signature: Shaun D Fitzgerald

Name: SHAUN D FITZGERALD

Duly authorised for and on behalf of **SHAUN
DAVID FITZGERALD**

Date: 18 DECEMBER 2008

Signature:

Name:

Duly authorised for and on behalf of
CAMBRIDGE ENTERPRISE LIMITED

Date:

Signature:

Name:

Duly authorised for and on behalf of
CAMBRIDGE MIT INSTITUTE LIMITED

Date:

Signature:

Name:

Duly authorised for and on behalf of **BP
INTERNATIONAL LIMITED**

Date:

Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to Stephen Hamilton of Mills & Reeve LLP, the Company's Solicitors:

We, the undersigned, being all the members entitled to vote on the above resolution on the Circulation Date, **IRREVOCABLY AGREE** to the above resolutions.

Signature:

Name:

Duly authorised for and on behalf of
ANDREW WILLIAM WOODS

Date:

Signature:

Name:

Duly authorised for and on behalf of **SHAUN
DAVID FITZGERALD**

Date:

Signature:

Name:

Duly authorised for and on behalf of
CAMBRIDGE ENTERPRISE LIMITED

Date:

Signature:

Name:

Duly authorised for and on behalf of
CAMBRIDGE MIT INSTITUTE LIMITED

Date:

Signature: 

Name: ANDREW WOODS

Duly authorised for and on behalf of **BP
INTERNATIONAL LIMITED**

Date: 18/12/08

Notes:

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to Stephen Hamilton of Mills & Reeve LLP, the Company's Solicitors:

By hand: by delivering the signed copy to Stephen Hamilton of Mills & Reeve LLP, 112 Hills Road, Cambridge CB2 1PH

By post: by returning the signed copy by post to Stephen Hamilton of Mills & Reeve LLP, 112 Hills Road, Cambridge CB2 1PH

You will not be deemed to agree if you fail to reply.

- 2 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTION, YOU MAY NOT REVOKE YOUR AGREEMENT.**
- 3 Unless sufficient agreement has been received for the resolution to pass within 28 days of the Circulation Date, it will lapse. If you agree to the resolution, please ensure that your agreement reaches the person specified above within 28 days of the Circulation 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 Company's 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 of attorney or authority when returning this document.