

Company number: 06195124

DATAWIND UK PLC (the 'Company')

Print of Resolutions

FRIDAY



A46 *A1C3N86X* 29/06/2012 #104
COMPANIES HOUSE

The following resolutions were duly passed by shareholders at the Annual General Meeting of the Company held on 22nd June 2012

- 1 To re-appoint Mr Raja Tuli to the board of directors, who retires by rotation in accordance with the Company's Articles of Association
- 2 To re-appoint The Viscount Bearsted to the board of directors, who retires by rotation in accordance with the Company's Articles of Association
- 3 **THAT**, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be and are hereby authorised generally and unconditionally for the purposes of section 551, Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to a maximum aggregate nominal amount of £100,000, to such person or persons as they think proper for a period from the date of the passing of this resolution to the conclusion of the next Annual General Meeting of the Company after the passing of the resolution or the date falling 18 months after the date of the passing of the resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding that the power conferred by the resolution has expired £10
- 4 **THAT**, subject to the passing of resolution 3 above, the Directors be and are hereby empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) wholly for cash pursuant to the authority conferred on them pursuant to resolution 3 above and/or by way of a sale of treasury shares for cash (by virtue of section 573 of the Act), in each case as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to £11
 - 4.1 the allotment of equity securities in connection with a rights issue and so that for this purpose "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such

securities or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any overseas territory or requirements of any recognised regulatory authority or stock exchange in any country or any matter whatever,

- 4 2 the allotment of equity securities in connection with the admission of all or any equity securities or securities representing those equity securities (including without limitation American depositary receipts, American depositary shares and/or other instruments) to or the grant of permission by any like authority for the same to be traded or quoted on the AIM Market operated by the London Stock Exchange Plc or any other recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000), and
- 4 3 the allotment (other than within the authority conferred in subparagraphs 4 1 and 4 2 above) of equity securities for cash up to an aggregate nominal amount of £20,000,

and such power expires on the conclusion of the next Annual General Meeting of the Company after the passing of the resolution or the date falling 18 months after the date of the passing of the resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by the resolution has expired

- 5 **THAT**, the failure of the directors of the Company to sign off the annual audited accounts of the Company for the period ending 31 December 2011 and to lay them before shareholders within the required statutory period be and is hereby ratified to the fullest extent permitted by law

BY ORDER OF THE BOARD
Company Secretary