

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

QASARA LIMITED

(a company registered in England no 6493679)

("the Company")

WRITTEN RESOLUTION
OF
MEMBERS

WEDNESDAY



A25

AF2UJ5Q

14/04/2010

277

COMPANIES HOUSE

Circulation Date: 2 FEB 2010
Date Passed: 4 FEB 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is hereby passed as a special resolution ("**the Resolution**")

SPECIAL RESOLUTION

That the proposed disposal by the Company of certain of its assets including intellectual property related to the emerging Long Term Evolution standard for mobile telecommunications, certain contracts and certain other tangible assets, as more particularly set out in the Asset Purchase Agreement (as defined below) ("**the Assets**") to Research In Motion Limited ("**RIM**"), 2227359 Ontario Inc and/or Research In Motion UK Limited ("**the Disposal**") be and hereby is approved for all purposes, that the execution and delivery by the Company of each of the documents listed below in connection with the Disposal ("**the Documents**") and the performance by the Company of its obligations under each of the Documents be and hereby are approved for all purposes, and the conduct of any director of the Company in negotiating or executing any of the Documents or otherwise effecting any aspect of the Disposal be and hereby is approved for all purposes

- 1 an asset purchase agreement relating to the Disposal and to the sale and purchase of the Assets, proposed to be entered into by RIM (1) 2227359 Ontario Inc (2) Research In Motion UK Limited (3), the Company (4) and the Shareholders (5) ("**the Asset Purchase Agreement**"),

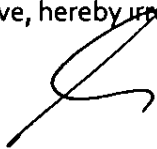
- 2 an escrow agreement proposed to be entered into RIM (1) 2227359 Ontario Inc (2) Research In Motion UK Limited (3), the Company (4) and Computershare Trust Company Of Canada (5) which will govern the payment into and release from escrow of the consideration to be paid pursuant to the Asset Purchase Agreement,
- 3 a licence agreement relating to the LTE IP (as such term is defined in the Asset Purchase Agreement) proposed to be entered into between 2227359 Ontario Inc (1) and the Company (2),
- 4 a sublicense agreement relating to a settlement agreement dated 16 November 2009 between the Company and Sequans Communications S A proposed to be entered into between the Company (1) and 2227359 Ontario Inc (2),
- 5 a bill of sale proposed to be entered into by the Company (1) and 2227359 Ontario Inc (2),
- 6 a bill of sale proposed to be entered into by the Company (1) and Research In Motion UK Limited (2),
- 7 a general assignment of intangibles proposed to be entered into by 2227359 Ontario Inc (1) and the Company (2),
- 8 an assignment and assumption agreement proposed to be entered into by the Company (1) and 2227359 Ontario Inc (2),
- 9 an assignment and assumption agreement proposed to be entered into by the Company (1) and Research In Motion UK Limited (2),
- 10 a power of attorney to be granted by the Company in favour of RIM,
- 11 a non-competition agreement and non-solicitation agreement proposed to be entered into by 2227359 Ontario Inc (1), Research In Motion UK Limited (2), RIM (3) and the Company (4),
- 12 19 final draft intellectual property assignment and releases, each one proposed to be entered into by the Company (1), one of each of the shareholders of the Company (2), RIM (3), Research In Motion UK Limited (4) and 2227359 Ontario Inc (5),
- 13 18 final draft release and indemnities, each one proposed to be entered into by the Company (1), 2227359 Ontario Inc (2), Research In Motion UK Limited (3), RIM (4) and one of each of the shareholders of the Company (5),

- 14 18 final draft releases to be given by the Company in respect of any claims against employees of the Company who are to have their employment transferred pursuant to the Disposal,
- 15 a final draft deed of variation to a shareholders agreement dated 28 March 2008 between the Shareholders (1) and the Company (2) ("the Deed of Variation"),
- 16 a final draft amended and restated loan agreement between Research in Motion UK Limited (1) and the Company (2) ("the Loan Agreement"), and
- 17 a final draft amended and restated debenture between the Company (1) and Research in Motion UK Limited (2) ("the Debenture")

AGREEMENT TO WRITTEN RESOLUTION

Please read the notes at the end of this document before signifying your agreement to the Resolution

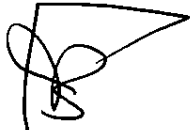
The undersigned, being the persons entitled to vote on the Resolution on the circulation date set out above, hereby irrevocably agree to the passing of the Resolution



Signed by
MICHAEL BARKWAY

4 FEB 2010

Date of signature



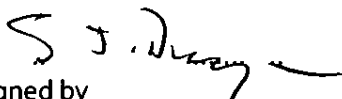
Signed by
FRAZER BENNETT

4 FEB 2010

Date of signature

Signed by
ALASTAIR COOK

Date of signature



Signed by
SIMON DUGGINS

4 FEB 2010

Date of signature

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MICHAEL BARKWAY

Date of signature

Signed by
FRAZER BENNETT

Date of signature


Signed by
ALASTAIR COOK

4 FEB 2010
Date of signature

Signed by
SIMON DUGGINS

Date of signature

Signed by
KARL ECCLESON

Date of signature

Signed by
ANDREW EVANS

Date of signature

Signed by
STEVE GANE

Date of signature

Signed by
JOHN GLADMAN

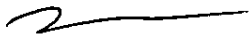
Date of signature

Signed by
DAMIAN HARRIS-DOWSETT

Date of signature

Signed by
MORNÉ JOUBERT

Date of signature



Signed by
KARL ECCLESON

4 FEB. 2010.
Date of signature



Signed by
ANDREW EVANS

4 FEB 2010
Date of signature



Signed by
STEVE GANE

4 FEB 2010.
Date of signature



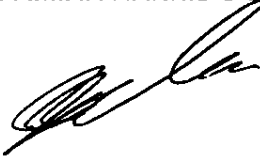
Signed by (Acting by his duly authorized
JOHN GLADMAN Power of attorney)

4 FEB 2010 .
Date of signature



Signed by
DAMIAN HARRIS-DOWSETT

4 FEB 2010
Date of signature



Signed by
MORNÉ JOUBERT

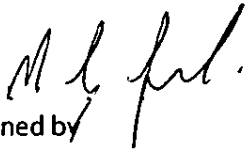
4 FEB 2010
Date of signature



Signed by
RICHARD LANE

4 FEB 2010

Date of signature



Signed by
MARTIN LEACH

4 FEB 2010

Date of signature

Signed by
PAUL MCGILLY

4 FEB 2010

Date of signature



Signed by
ROB MEADES

4 FEB 2010

Date of signature

Signed by
HYWEL REES

4 FEB 2010

Date of signature



Signed by
CHRIS STAFFORD

4 FEB 2010

Date of signature



Signed by
MALCOLM WALLACE

4 FEB 2010

Date of signature

Signed by
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CHRIS STAFFORD

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MALCOLM WALLACE

Date of signature

NOTES:

- 1 If you wish to agree to the Resolution, please indicate your agreement by signing and dating this document where indicated and returning it to any director of the Company. Submitting the document by electronic means will be ineffective.

If you do not agree to the Resolution you need not do anything. You will not be deemed to agree if you fail to respond.

- 2 Once you have indicated your agreement to the Resolution you may not revoke your agreement.
- 3 Unless by the end of the period of 28 days beginning with the circulation date set out above sufficient agreement has been received for the Resolution to be passed it will lapse.

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