

Company number: 6539484

THE COMPANIES ACTS 1985 to 2006
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

SCENTRICS LIMITED
(the "Company")

TUESDAY



A26 *AZTZG5PB* 170
16/12/2008
COMPANIES HOUSE

2 December 2008 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that:

- (a) resolution 1 below is passed as an ordinary resolution; and
- (b) resolution 2 below is passed as a special resolutions (together the "Resolutions").

ORDINARY RESOLUTION

1. That the directors are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for, or to convert securities into, shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority given by this resolution shall expire five years after the date of the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares, or grant any such rights, or convert any such securities under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

2. That subject to the passing of resolution 1 above, the directors be and are hereby generally and unconditionally given power for the purposes of section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by resolution 1 above or otherwise in the case of treasury shares (as defined in section 162(3) of the Act), in each case as if section 89(1) of the Act did not apply to any such allotment, up to an aggregate nominal amount of £2.00. This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date five years after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "That, subject to the passing of resolution 1 above," were omitted.

AGREEMENT

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

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

Signed:



Roy Liam Pitcher
Director



Timothy Edward Gray Bayman
Director
(PRINT NAME)


Name:

For and on behalf of: **Bireme Investments Limited**

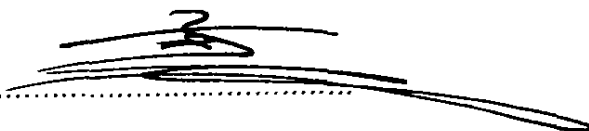
Date:

- 3 DEC 2008

Signed:



Roy Liam Pitcher
Director



Timothy Edward Gray Bayman
Director
(PRINT NAME)

Name:

For and on behalf of: **Pione Nominees Limited**

- 3 DEC 2008

Date: