

COMPANY NO: 06541091

PUBLIC COMPANY LIMITED BY SHARES

SHAREHOLDERS' WRITTEN RESOLUTION OF MOTABILITY OPERATIONS
GROUP PLC (the *Company*)

11 June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolution 1 below is passed as an ordinary resolution (*Ordinary Resolution*), and
- resolution 2 below is passed as a special resolution (*Special Resolution*)

ORDINARY RESOLUTION

- 1 THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £9,999,975 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 31 December 2008

SPECIAL RESOLUTION

- 2 THAT the directors be generally empowered pursuant to section 95 of the Companies Act 1985 (the Act) to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) for cash, pursuant to the authority conferred by the ordinary resolution numbered 1, but limited to a value of £49,975, as if section 89(1) of the Act did not apply to the allotment



AGREEMENT

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

The undersigned, persons entitled to vote on the above resolutions on 11 June 2008, hereby irrevocably agree to the Ordinary Resolution and Special Resolution

Signed by
for and on behalf of
The Law Debenture Intermediary Corporation
p.l.c.

Tan Bowden
TAN BOWDEN Director

Date

11 June 2008

Signed by
for and on behalf of
Law Debenture Corporate Services Limited

Tan Bowden
TAN BOWDEN Director

Date

11 June 2008

NOTES

1 You can choose to agree to all of the Ordinary Resolutions and Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand: delivering the signed copy to Joanne Pentland, City Gate House, 22 Southwark Bridge Road, London SE1 9HB

Post returning the signed copy by post to Joanne Pentland, City Gate House, 22 Southwark Bridge Road, London SE1 9HB

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to JoanneP@notabilityoperations.co.uk Please enter "Written resolutions dated 11 June 2008" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 8 July 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this 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 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