

ABACUS PARTNERS LIMITED
(the "Company")

**MEMBER'S WRITTEN RESOLUTIONS PURSUANT TO SECTION 283(2) OF THE
COMPANIES ACT 2006 (the "Act")**

2012 (the "Circulation Date")

Passed 31 March 2012

WHEREAS, the Company intends to engage in a loan note financing in connection with which, *inter alia*, the Company will issue warrants to purchase an aggregate of 60,000 ordinary shares (the "Warrants") and the following resolutions are necessary, in part, in connection with such financing,

We, the undersigned, being the eligible members of the Company and being entitled to attend and vote at general meetings of the Company, pursuant to section 283(2) of the Act and article 11 of the Company's articles of association (the "Articles"), hereby AGREE and RESOLVE the following to take effect as if resolutions 1 and 2 had been passed as ordinary resolutions of the Company at a general meeting duly convened and resolutions 3, 4 and 5 had been passed as special resolutions of the Company at a general meeting duly convened and held

ORDINARY RESOLUTIONS

- 1 **THAT** the Company's authorised share capital be increased from £1,514,290 divided into 450,000 ordinary shares, 450,000 A preferred shares and 1,210,000 redeemable preferred shares to £1,514,790 divided into 500,000 ordinary shares, 450,000 A preferred shares and 1,210,000 redeemable preferred shares
- 2 **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company up to 60,000 ordinary shares of £0.01 each in the capital of the Company pursuant to the Warrants provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company. This authority is in substitution for all previous authorities conferred on the directors in accordance with section 551 of the Act

SPECIAL RESOLUTIONS

- 3 **THAT** pursuant to the authority granted in resolution 2 above and in accordance with the Company's Articles and section 570 of the Act, the directors be generally empowered to allot such relevant securities (as defined in section 560 of the Act) as if section 561(1) of the Act did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of equity securities up to 60,000 ordinary shares pursuant to the Warrants and is for a period of five years from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) 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 this resolution has expired
- 4 **THAT** pursuant to the authority granted in resolution 2 above, the pre-emption restrictions in Article 7.2 of the Company's Articles are hereby waived and the directors be generally empowered to allot such relevant securities (as defined in section 560 of the Act) as if the restrictions as to pre-emption in article 7.2 of the Articles did not apply to such allotment, provided that this waiver shall be limited to

WEDNESDAY



A1930IB5

A09

16/05/2012

#375

COMPANIES HOUSE

Company Number 06580786

the allotment of equity securities up to 60,000 ordinary shares pursuant to the Warrants

- 5 **THAT** the name of the Company be changed to "Servebase Group Limited"
- 6 **THAT** the articles of association of the Company attached hereto as Exhibit A, be approved and adopted as the new articles of association of the Company (the "**New Articles**") in substitution for and to the entire exclusion of the existing articles of association