

ACRESAIL LIMITED

06446895

(the Company)

The following resolutions were passed by the Company as special resolutions on 31 August 2011

THAT.

- 1 the articles of association in the form attached to this Notice be and are hereby adopted as the new articles of association of the Company in substitution for the existing articles of association,
- 2 the name of the company be changed to Numecent Holdings Ltd;
- 3 in accordance with section 551 of the Companies Act 2006, the directors of the Company ("Directors") be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company at a minimum price of £10 per share provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 July 2016 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted and the Directors may allot shares or grant rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006,
- 4 subject to the passing of resolution 3 above the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution 3 as if section 561(1) of the 2006 Act did not apply to any such allotment including in connection with the warrant issued to Digerati Productions Limited

Signed

For and on behalf of Acresail Limited

11 Hall Square, Boroughbridge, York, North Yorkshire, YO51 9AN

30 August 2011

