

Company number 06648026

**SPECIAL RESOLUTION**

**OF**

**CLARITY INFORMATICS GROUP LIMITED (the "Company")**

Passed on 15 July 2011

At a general meeting of the Company duly convened and held at Clayton House, Clayton Road, Jesmond, Newcastle upon Tyne, NE2 1TL on 15 July 2011 at 4pm, the following resolution was duly passed as a special resolution

**THAT**

- 1 the entry by Clarity Informatics Limited ("**CIL**") into the referral agreement dated 6 July 2011 produced to the general meeting (the "**Referral Agreement**") be and is hereby ratified, approved and confirmed and the directors of the Company be and are hereby authorised and directed to direct the directors of CIL to ratify, approve and confirm the entry by CIL into the Referral Agreement,
- 2 the entry by CIL into a variation to the service agreement between Mr David Price and CIL (the "**First Variation Agreement**"), a copy of which was produced to the general meeting, be and is hereby approved and the directors of the Company be and are hereby authorised and directed to direct the directors of CIL to cause CIL to enter into the First Variation Agreement,
- 3 the entry by CIL into a variation to the service agreement between Mr Tim Sewart and CIL (the "**Second Variation Agreement**"), a copy of which was produced to the general meeting, be and is hereby approved and the directors of the Company be and are hereby authorised and directed to direct the directors of CIL to cause CIL to enter into the Second Variation Agreement,
- 4 the repayment of the loan made by NSA (1) LLP ("**NSA**") to CIL in the amount of £242,599 56 (the "**NSA Loan**") be and is hereby approved and the directors of the Company be and are hereby authorised and directed to direct the directors of CIL to cause CIL to repay the NSA Loan on or before 31 July 2011,
- 5 provided he has disclosed to the directors of the Company any interest in (as the case may be) the Referral Agreement, First Variation Agreement, Second Variation Agreement and/or repayment of the NSA Loan (together the "**Financial Arrangements**") in accordance with the requirements of the Companies Act 2006 (the "**Act**") and the articles of association of the Company, a director of the Company shall, notwithstanding the articles of association of the Company, be entitled to vote at a meeting of the directors of the Company or of a committee of the directors of the Company in respect of each of the Financial Arrangements and shall also be counted in determining whether a quorum is present at such a meeting,

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- 6 the directors of the Company be and are hereby authorised and directed to cause the Company to execute a written resolution of CIL resolving that, provided he has disclosed to the directors of CIL any interest in any of the Financial Arrangements in accordance with the requirements of the Act and the articles of association of CIL, a director of CIL shall, notwithstanding the articles of association of CIL, be entitled to vote at a meeting of the directors of CIL or of a committee of the directors of CIL in respect of each of the Financial Arrangements and shall also be counted in determining whether a quorum is present at such a meeting,
- 7 in accordance with section 180(4)(a) of the Act and notwithstanding the articles of association of the Company, a director of the Company may, notwithstanding his office, have any interest as a result of the Financial Arrangements and no authorisation under section 175(4)(b) of the Act shall be necessary in respect of any such interest,
- 8 the directors of the Company be and are hereby authorised and directed to cause the Company to execute a written resolution of CIL resolving that, in accordance with section 180(4)(a) of the Act and notwithstanding the articles of association of CIL, a director of CIL may, notwithstanding his office, have any interest as a result of the Financial Arrangements and no authorisation under section 175(4)(b) of the Act shall be necessary in respect of any such interest,
- 9 in accordance with section 180(4)(a) of the Act and notwithstanding the articles of association of the Company, the following directors of the Company may, notwithstanding their offices, have the following interests and no authorisation under section 175(4)(b) of the Act shall be necessary in respect of any such interest
- 9 1 Mr Ian Purves being an employee of CIL and director of the Company and CIL and also a shareholder in the Company,
- 9 2 Mr Michael Sowerby being an employee of CIL and director of the Company and CIL and also a shareholder in the Company,
- 9 3 Mr David Price being an employee of CIL and director of the Company and CIL, the authorised representative of and otherwise interested in and connected with NSA, a director of Principal Global Solutions Limited and a service provider to, and member of, Worldly Finance LLC, and
- 9 4 Mr Tim Sewart being an employee of CIL and director of the Company and CIL and also a director nominated by NSA and a partner in the Company's and CIL's solicitors, Beachcroft LLP,

(referred to as the "**Existing Interests**", and each being an "**Existing Interest**") and to the extent that any director of the Company was, in the period commencing on the later of 1 October 2008 and the date the interest first arose and ending on the date hereof, in breach of his duty in relation to the Company under section 175 of the Act as a result of an Existing Interest, the conduct amounting to such breach be and is hereby ratified in accordance with and for the purposes of section 239 of the Act, and

- 10 the directors of the Company be and are hereby authorised and directed to cause the Company to execute a written resolution of CIL resolving that, in accordance with section 180(4)(a) of the Act and notwithstanding the articles of association of CIL, a given director of CIL may have an Existing Interest and no authorisation under section 175(4)(b) of the Act shall be necessary in respect of any such interest and, to the extent that any director of CIL was, in the period commencing on the later of 1 October 2008 and the date the interest first arose and ending on the date of that written resolution, in breach of his duty in relation to CIL under section 175 of the Act as a result of an Existing Interest, the conduct amounting to such breach be ratified in accordance with and for the purposes of section 239 of the Act

Signed   
Michael Sowerby  
Chairman of the meeting