

Company Number: 07751633

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

INGLEBY (1874) LIMITED

(the "Company")

SATURDAY



A40 *A914DXMK* 17/09/2011 233
COMPANIES HOUSE

Circulation Date. 1 September 2011

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company, irrevocably agree that the following Resolution is passed as a Special Resolution:

SPECIAL RESOLUTION

THAT Paul Morns (the "Director") is authorised to be and remain or (as the case may be) to become and remain, a director of the Company and a director of any of the companies listed in the schedule attached to this resolution (the "Other Companies") and that any conflicts of interest that may arise as a result of:

- (a) any personal direct or indirect interest the Director may have from time to time in the equity or debt securities of the Company or any member of its group or in any arrangements (including payments of fees) between the Company or a member of its group and any of ISIS EP LLP and its managed funds ("the ISIS Managed Funds"),
- (b) any office, employment or engagement the Director has within the ISIS Managed Funds,
- (c) the Directors' passing confidential information of the Company or any member of its group to members of the ISIS Managed Funds,
- (d) the Directors' existing or subsequent appointments as a director of other companies, including portfolio companies of the ISIS Managed Funds and other companies in this group

be authorised and approved notwithstanding that, by doing so, but for this authorisation, the Director would be in breach of his duty under section 175 Companies Act 2006, to avoid a situation in which he has, or can have, a direct or

indirect interest that conflicts, or possibly may conflict, with the interests of the Company

Provided that:

- (a) where the Director obtains information that is confidential to any of the Other Companies, he will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence; and
- (b) (without prejudice to the general obligation of confidentiality) the Director shall be bound by a strict duty of confidentiality to the Company for any confidential information of the Company in relation to any actual conflict situation

Signature



Signed for and on behalf of Ingleby Nominees Limited

Print Name: TRACY PLIMMER

Date 1 SEPTEMBER 2011

List of Other Companies

Cablecom Networking Holdings Limited

Cablecom Networking Limited

TVC Group Limited

ISIS Managed Funds and group companies

NOTES:

- 1 You may either:
 - 1.1 agree to the above resolution; or
 - 1.2 decline to agree to the above resolution.
- 2 If you agree to the above resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by 2011 using one of the following methods:
 - 2.1 delivering it by hand to Wragge & Co LLP (Ref:COSEC/TJVG 55 Colmore Row, Birmingham, B3 2AS;
 - 2.2 sending it by post to Wragge & Co LLP (Ref:COSEC/JVG) 55 Colmore Row, Birmingham, B3 2AS; or
 - 2.3 faxing it to 0121 2141099 marked for the attention of (COSEC/JVG).
- 3 If the Company has not received sufficient agreement by that date the resolutions will lapse.
- 4 Once you have indicated your agreement to the resolutions you may not revoke that agreement
- 5 If you do not agree to the above resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions.