

Company Number

8684474X

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

HAMSARD 3323 LIMITED (the "Company")

14 March 2014 (the "Circulation Date")

We, the undersigned, being the members of the Company entitled to attend and vote at general meetings of the Company as at the Circulation Date, hereby irrevocably agree to the following resolution (the "**Resolution**"), which is proposed by the directors of the Company (the "**Directors**") to be passed as a special resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "**Act**").

SPECIAL RESOLUTION

**THAT**, the Company be re-registered as a public company under the Act by the name of Xeros Technology Group plc



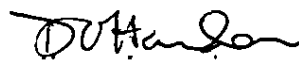
IP Venture Fund acting by  
a director of its General  
Partner IP Venture Fund (GP) Limited

Date 17 MARCH 2014



Risingstars Growth Fund II LP acting by  
its General Partner Enterprise Ventures  
(GP Risingstars II) Ltd

Date 17 MARCH 2014



Finance Yorkshire Seedcorn LP acting by  
its General Partner Enterprise Ventures  
(General Partner FY Seedcorn) Ltd

Date 17 MARCH 2014

TUESDAY



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LD1

18/03/2014

#94

COMPANIES HOUSE



Entrepreneurs Fund General Partner Limited  
acting by two directors acting as general  
partner of Entrepreneurs Fund LP

Date . 17 . MARCH 2014 ..



South Yorkshire Investment Fund acting  
by Julian Viggars under power of attorney

Date . 17 . MARCH 2014



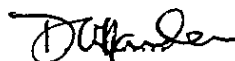
Parkwalk Advisors Limited as fund manager  
and on behalf of the Parkwalk EIS Funds

Date 17 MARCH 2014 ..



for and on behalf of  
IP2IPO Nominees Limited

Date 17. MARCH. 2014




for and on behalf of  
IP2IPO Nominees Limited (as nominee  
for William Westwater)

Date 17. MARCH 2014



for and on behalf of  
The University of Leeds

Date .17 MARCH 2014 ..

  
for and on behalf of Techtran Limited


Date 17 MARCH 2014

The Bank of New York (Nominees) Limited as nominee of  
Invesco Perpetual Income Fund and Invesco Perpetual High  
Income Fund


Date . . . . .

  
for and on behalf of Linfield Industries Limited

Date 17 MARCH 2014

  
Robert Pettigrew

Date 17 MARCH 2014

  
Thomas Bannatyne

Date 17 MARCH 2014

  
William George Westwater

Date 17 MARCH 2014

  
Stephen Derek Jenkins

Date 17 MARCH 2014

.....  
for and on behalf of Techtran Limited

Date .....

*Jennifer L May*

The Bank of New York (Nominees) Limited as nominee of  
Invesco Perpetual Income Fund and Invesco Perpetual High  
Income Fund

Date 14-March-2014

.....  
for and on behalf of Linfield Industries Limited

Date .....

.....  
Robert Pettigrew

Date .....

.....  
Thomas Bannatyne

Date .....

.....  
William George Westwater

Date .....

.....  
Stephen Derek Jenkins

Date .....

  
Stephen Burkinshaw

Date 17 MARCH 2014

  
John Andrew Walter Samuel


Date 17 MARCH 2014

  
David Christopher Hanson

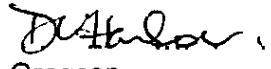
Date 17 MARCH 2014

  
Michael Underwood

Date 17 MARCH 2014

  
Leslie Buckley

Date 17 MARCH 2014

  
Vivien Gregson

Date 17 MARCH 2014

## NOTES

- 1      You can choose to agree to all of the Resolutions or more of them but you cannot agree to only one of the Resolutions. If you agree with the above Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company.
- 2      If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3      A member's agreement to a written resolution, once signified, may not be revoked. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4      The Resolutions must be passed before the date falling 28 days after the Circulation Date, otherwise they will lapse.