

PRIVATE COMPANY LIMITED BY SHARES

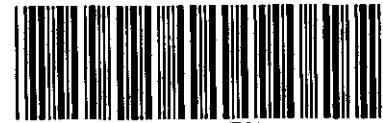
WRITTEN RESOLUTIONS

OF

METAFORIC LIMITED

(Registered No. SC300538)

TUESDAY



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28/04/2009

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COMPANIES HOUSE

Notice is hereby given that in accordance with Chapter 2 of Part 13 of the Companies Act 2006, on ~~8th~~ April 2009 the following resolutions were passed by the shareholders of the Company by way of written resolutions:

ORDINARY RESOLUTIONS

- (a) THAT the authorised share capital of the Company be and is hereby increased to £61,500 by the creation of an additional 150,000 A ordinary shares of £ 0.01 each in the Company (the "A Ordinary Shares") having the rights attached to the A Ordinary Shares set out in the articles of association of the Company adopted on 9 June 2008 (as amended from time to time) and ranking pari passu in all respects with the existing A Ordinary Shares;
- (b) THAT in substitution for any existing power under section 80 of the Companies Act 1985 (as amended) (the "Act"), but without prejudice to the exercise of any such authority prior to the date hereof, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of £18,777, such authority to expire on the date five years from the passing of this resolution but so that such authority shall allow the Company to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the power conferred hereby had not expired;

SPECIAL RESOLUTIONS

- (c) THAT the articles of association of the Company shall be altered as follows:

(A) the following definitions shall be inserted in Article 1.1:

"Convertible Loan Agreement" means the convertible loan agreement relating to the Company entered into between (1) the Company (2) Andrew Stewart McLennan, Linda Anne MacKellar and Neil William Stewart, (3) Pentech Fund II Limited Partnership and Scottish Enterprise and (4) Pentech Ventures LLP on April 2009, as amended, waived, restated, modified or supplemented from time to time;"

"Independent Non Executive Director" means the non executive director appointed in accordance with paragraph 16 of Part A of Schedule 6 of the Investment Agreement;"

- (B) The figure "£1.00" where it appears in the definitions of "A Ordinary Shares" and "Ordinary Shares" shall be deleted and replaced with the figure "£0.01";
- (C) In Article 2.2 the figures "60,000", "31,000" and "29,000" shall be replaced by the figures "61,500", "3,100,000" and "3,050,000" respectively;
- (D) In Article 16, the reference to the number "four" shall be deleted and the number "five" shall apply in substitution therefor;
- (E) Article 17.1 shall be deleted and the following shall apply in substitution therefor:

"17.1

17.1.1 Subject to Article 17.1.3, any Investor which holds 7.5% or more of the issued Shares may at any time and on more than one occasion appoint any person to be a director (each an "Investor Director" which expression shall, where the context so permits, include a duly appointed alternate of such a director) and may at any time and on more than one occasion remove any Investor Director appointed by them.

17.1.2 Subject to Article 17.1.3, in the event that an Investor is entitled to appoint but does not appoint an Investor Director in accordance with Article 17.1.1 (the "Declining Investor"), any other Investor entitled to appoint an Investor Director in accordance with Article 17.1.1 shall be entitled to appoint an additional Investor Director and to remove any person so appointed for such period as no Investor Director is appointed by the Declining Investor.

17.1.3 The Investors shall be entitled to appoint only one Investor Director in aggregate in accordance with Articles 17.1.1 and 17.1.2 for so long as the Independent Non Executive Director has been and remains appointed to the Board. Where two Investor Directors have been and remain appointed in accordance with Articles 17.1.1 and 17.1.2 at the time of appointment of the Independent Non Executive Director, one Investor Director (the identity of which shall be agreed by the Investors) shall resign as a director so that there is only one Investor Director appointed to the Board. The Investor who appointed such director shall be deemed to have served a written notice in accordance with Article 17.3 removing the Investor Director with effect from the date of appointment of the Independent Non Executive Director."

- (F) Article 20.6 shall be deleted and the following shall apply in substitution therefor:

"20.6 A director who is in any way, whether directly or indirectly,

interested in an actual or proposed transaction or arrangement with the Company shall declare the nature and extent of his interest at a meeting of the Board or any committee of the Board in accordance with Section 177 and/or Section 182 of the Companies Act 2006. Subject to such disclosure as aforesaid, and to any terms and conditions imposed by the directors in accordance with Article 20.7, a director may vote in respect of any contract or proposed contract or arrangement in which he is interested and if he does so vote his vote shall be counted and he may be counted in ascertaining whether a quorum is present at any meeting at which any such contract or proposed contract or arrangement shall come before the directors for consideration and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. Provided always that a director on the Remuneration Committee may not at a meeting of such committee vote on any item concerning his own office, remuneration or benefits or in which he has a direct interest nor be counted in determining the quorum on such matter. For the purposes of this Article 20.6:

20.6.1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

20.6.2 A director need not declare an interest under Article 20.6:

20.6.2.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

20.6.2.2 of which the director is not aware, although for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware;

20.6.2.3 if, or to the extent that, the other directors are already aware of it, and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware based on information provided to them by the Company or the directors; or

20.6.2.4 if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

Regulations 94 and 95 shall not apply."

(G) A new Article 20.7 shall be inserted as follows:

"20.7

20.7.1 The directors may, in accordance with the requirements set out in this Article 20.7, authorise any matter proposed to them by any director which would, if not authorised, involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest (a "Conflict").

20.7.2 Any authorisation under this Article 20.7 will be effective only if:

20.7.2.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors in the same way that any other matter may be proposed to the directors under the provisions of these articles or in such other manner as the directors may determine;

20.7.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question (and where such director is required to form the quorum in accordance with Article 20.1, such director shall be deemed to have waived his right to form part of the quorum at the meeting at which the Conflict is to be considered); and

20.7.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

20.7.3 Any authorisation of a matter under this Article 20.7 may (whether at the time of giving the authority or subsequently):

20.7.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;

20.7.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;

20.7.3.3 be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

20.7.4 In authorising a Conflict the directors may decide (whether at the time of giving the authority or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

20.7.4.1 disclose such information to the directors or to any director or other officer or employee of the company;

20.7.4.2 use or apply any such information in performing his duties as a director,

where to do so would amount to a breach of that confidence.

20.7.5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the director:

20.7.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;

20.7.5.2 is not given any documents or other information relating to the Conflict;

20.7.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

20.7.5 Where the directors authorise a Conflict:

20.7.5.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;

20.7.5.2 the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the 2006 Act provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation."

- (d) THAT in substitution for any existing power under section 95 of the Act, the Directors be and are hereby generally and unconditionally empowered pursuant to section 95 of the Act, to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority given above in accordance with section 80 of the Act as if section 89(1) of the Act did not apply to the allotment such power to expire on the date five years from the passing of this resolution but so that such power shall allow the Company to make offers or agreements before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.


Metaformic Limited

Date: April 2009