

# The One Place Capital Limited (the "Company")

Registered In Scotland No. SC301187

## The Companies Acts

### Print of Members' General Meetings Resolutions

At a General Meeting of the Company, duly convened and held on **Thursday, 11 August 2011 at 11:00** at 5<sup>th</sup> Floor, 7 Castle Street, Edinburgh, EH2 3AH, the following resolutions were duly passed as special resolutions:-

#### SPECIAL RESOLUTIONS

1. THAT in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors of the Company be generally and unconditionally authorised to allot up to an aggregate amount of 7,500,000 ordinary shares of £0.0001 each, provided such allotment of shares: (i) is made at a price of £0.20 per ordinary share of £0.0001, and (ii) is made on or before 31 October 2011.
2. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of any allotment by the Company of up to 7,500,000 ordinary shares of £0.0001 each, provided such allotment(s) of shares: (i) is made at a price of £0.20 per ordinary share of £0.0001, and (ii) is made on or before 31 October 2011.
3. THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot such number of ordinary shares of £0.0001 each to Ariadne Capital Limited or their nominee(s) as may be required pursuant to a letter of engagement entered into between Ariadne Capital and the Company on 27 September 2010, provided that (i) the aggregate number of ordinary shares to be allotted pursuant to this resolution shall not exceed 150,000 ordinary shares of £0.0001 each; (ii) such allotment of ordinary shares pursuant to this resolution is also expressly approved in advance by the Investors' Director (currently David Robinson) and Scottish Enterprise; and (iii) such authority shall expire, unless sooner revoked or altered by the Company in general meeting, five years after the passing of this resolution; and declaring that this resolution shall replace the resolution (3) passed in general meeting on 26 January 2011.
4. THAT all rights of pre-emption whether in terms of the Articles of Association of the Company or the Act or otherwise be and are hereby waived in respect of the allotments by the Company of ordinary shares of £0.0001 each, provided such allotment(s) of shares is made in accordance with and pursuant to resolution (3) above.

  
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DIRECTOR AND AUTHORISED SIGNATORY  
FOR AND ON BEHALF OF  
THE ONE PLACE CAPITAL LIMITED (SC301187)

11 August 2011  
\_\_\_\_\_  
Date

THURSDAY



SCT 18/08/2011 105  
COMPANIES HOUSE