# 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 28th April 2011 at 11:45am at the offices of MBM Commercial LLP, 5th Floor, 7 Castle Street, Edinburgh, EH2 3AH, the following resolutions were duly passed, as Ordinary and Special Resolutions, as indicated:-

#### 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 4,500,000 ordinary shares of £0.0001 each, provided such allotment of shares: (i) is made at a price of £0.10 per ordinary share of £0.0001, and is made on or before 30 April 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 4,500,000 ordinary shares of £0.0001 each, provided such allotment(s) of shares: (i) is made at a price of £0.10 per ordinary share of £0.0001, and (ii) is made on or before 30 April 2011.
- 3. THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot up to 1,536,581 ordinary shares of £0.0001 each, at a price of £0.0001 per share, to shareholders (including Scottish Enterprise) who subscribed for ordinary shares of £0.0001 each at a price of £0.45 per share since 1 January 2011, as compensation for the effects of the issue of shares pursuant to resolution (1) above at the lower price of £0.10 provided such allotment(s) of shares is made on or before 30 April 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.

#### **ORDINARY RESOLUTION**

5. THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot up to 1,536,581 ordinary shares of £0.0001 each, at a price of £0.0001 per share, to shareholders (including Scottish Enterprise) who subscribed for ordinary shares of £0.0001 each at a price of £0.45 per share since 1 January 2011, as compensation for the effects of the issue of shares pursuant to resolution (1) above at the lower price of £0.10"provided such allotment(s) of shares is made on or before 30 April 2011.

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DIRECTOR AND AUTHORISED SIGNATORY FOR AND ON BEHALF OF

THE ONE PLACE CAPITAL LIMITED (SC301187)

282 April 201

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