

CERVELLO HOLDINGS LIMITED (the "Company")

Registered in Scotland Number: SC311331

The Companies Acts

Written Record of

Members' Written Resolutions

Circulation Date: 8 October 2008

On the 8th day of October 2008, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Ordinary and Special Resolutions, as indicated) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company

ORDINARY RESOLUTIONS

a THAT the authorised share capital of the Company be increased by £200 00 with the creation of 200,000 Ordinary Shares of £0 001 each ranking pari passu with the existing Ordinary Shares in the capital of the Company with the rights and privileges attached to each share as detailed in the articles of association of the Company

b THAT pursuant to Section 80 of the Companies Act 1985 (including any statutory modification or re enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force) ("the Act") the Directors of the Company be generally and unconditionally authorised to issue and allot up to 200,000 Ordinary Shares of £0 001 each to such persons, at such times and on such conditions as the Directors may determine during the period of five years from the date this authority is given

SPECIAL RESOLUTIONS

c THAT the 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 allotment of 166,998 Ordinary Shares of £0 001 at the subscription price of £0 60 per share to Lindsay Hamilton SIPP, Douglas Andrew Smith, Gordon Joseph Neilly, Brian James Duffin and Brian Johnston provided such allotment occurs within three months from the date this authority is given



AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
CERVELLO HOLDINGS LIMITED SC311331

8th October 2008

Dated

