

Company Number: 04101777

**ORDINARY AND SPECIAL RESOLUTIONS**

of

**INNOVISE LIMITED**

(the "Company")

At a General Meeting of the Company duly convened and held 09:30am 26 June 2014 at Keypoint, 17-23 High Street, Slough, SL1 1DY, the following Resolutions were duly passed:

**Special Resolutions**

1. THAT, the articles of association in the form submitted to the meeting and for the purposes of identification signed by the Chairman, as available for inspection on the Company's website, be adopted and approved as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.
2. THAT, subject to the passing of resolution 1 and 3 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot the shares pursuant to the authority conferred by resolution 3, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of the shares pursuant to the authority conferred by resolution 3 up to an aggregate nominal amount of £735,000; and
  - b. expire on the next annual general meeting to be held in 2015 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.




### Ordinary Resolution

3. THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £735,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the next annual general meeting of the Company to be held in 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

**By order of the Board:**

  
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Director 26/6/2014