

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

-of-

**GEN-X IT LTD
Company Number 04480097
(the "Company")**

SATURDAY



Circulation Date: 1 November 2012

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the following resolutions are proposed as ordinary and special resolutions of the Company

ORDINARY RESOLUTION

- 1 **THAT**, in accordance with section 551 of the 2006 Act, the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £222.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date hereof save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares 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 80 of the Companies Act 1985 or section 551 of the 2006 Act.

2. **THAT**, 500 ordinary shares of £1.00 each in the capital of the Company registered in the name of Alan Gould be re-classified as 500 "A" ordinary shares of £1.00 each in the capital of the Company ("**A** Shares"), such newly created "A" Shares to have the rights set out in the articles of association to be adopted pursuant to the passing of resolution 7 below.
- 3 **THAT**, 500 ordinary shares of £1.00 each in the capital of the Company registered in the name of Kelley Stewart be re-classified as 500 "A" Shares
4. **THAT**, 500 ordinary shares of £1.00 each in the capital of the Company registered in the name of Joe Calderwood be re-classified as 500 "A" Shares
- 5 **THAT**, 500 ordinary shares of £1.00 each in the capital of the Company registered in the name of Gil Calderwood be re-classified as 500 "A" Shares

SPECIAL RESOLUTIONS

- 6 **THAT**, subject to the passing of the resolution 1 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 1, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
- 6.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £222.00, and
- 6.2 expire on the date falling five years from the date hereof (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 equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired
- 7 **THAT**, the regulations contained in the printed document attached to this resolution and for the purpose of identification signed by the Chairman of the meeting of the board of directors

be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.

The undersigned, being the persons eligible to vote on the above resolution on the Circulation Date hereby irrevocably agree to that resolution.



ALAN GOULD



KELLEY STEWART



JOE CALDERWOOD



GIL CALDERWOOD

NOTES:

1. If you agree to the resolutions, please sign and date this document to confirm your agreement and then return it to the Company using one of the following methods:
 - **By Hand:** delivering the signed copy to the registered office address
 - **Post** returning the signed copy by post to the registered office address
2. If you do not agree to the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
4. The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it within 28 days of the Circulation Date. If you agree to the resolutions please ensure that your agreement reaches us before that date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.