



Companies House

— for the record —

88(2)

(Revised 2005)

Please complete in typescript, or

in bold black capitals

CHWP000

Return of Allotment of Shares

Company Number

4861009

Company name in full

NETWORK ENGINEERING (UK) LIMITED

Shares allotted (including bonus shares)

(see Guidance Booklet GBA6)

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

16 07 2008

To

Day Month Year

16 07 2008

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

24,000

Nominal value of each share

£1

Amount (if any) paid or due on each
share (including any share premium)

£1

List the names and addresses of the allottees and the
number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in
cash please state

% that each share is to be
treated as paid up

% (if any) that each share
is to be paid up in cash

Consideration for which
the shares were allotted

(This information must be supported by
the original or a certified copy of the
contract or by Form 88(3) if the contract
is not in writing)

£24,000

THURSDAY



A53

AUEV329R

14/08/2008

215

COMPANIES HOUSE

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh

or LP - 4 Edinburgh 2

Names and addresses of the allottees

| Shareholder details (list joint allottees as one shareholder) | Shares and share class allotted | |
|--|--------------------------------------|---------------------------|
| Name(s) MARK ANDREW VULLY DE CANDOLLE Address PO Box 282489, DUBAI UNITED ARAB EMIRATES UK Postcode L L L L L L L | Class of shares allotted Ordinary | Number allotted 24,000 |
| Name(s) Address UK Postcode L L L L L L L | Class of shares allotted | Number allotted |
| Name(s) Address UK Postcode L L L L L L L | Class of shares allotted | Number allotted |
| Name(s) Address UK Postcode L L L L L L L | Class of shares allotted | Number allotted |
| Name(s) Address UK Postcode L L L L L L L | Class of shares allotted | Number allotted |

Please enter the number of continuation sheets (if any) attached to this form

1

Signed

[Signature]

Date

31st July 2008

** A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

** Please delete as appropriate

Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

| | |
|-----------|-------------|
| | |
| | |
| Tel | |
| DX number | DX exchange |

**TERMINATION OF SUBORDINATED LOAN
AND
APPLICATION AND ALLOTMENT OF SHARES**

(1) Andrew de Candole

And

(2) Network Einstein (UK) Ltd

This Agreement is made the sixteenth day of July 2008

Whereas:

Andrew de Candole and Network Einstein (UK) Ltd (company number 4861007 – formerly called Blue Sky Capital Ltd), hereinafter referred to as “the Company”, are parties to a Subordinated Loan Agreement dated 1 May 2004 whereby Andrew de Candole lent the Company the sum of £24,000, and
both parties now wish to convert that loan into shares in the Company,
and
the Company having obtained consent from its regulatory authority, the Financial Services Authority

The parties hereby agree as follows:

- 1 Notwithstanding anything else to the contrary in the Subordinated Loan, any interest accrued shall be waived by the lender,
- 2 The subordinated loan shall terminate with immediate effect,
- 3 Andrew de Candole hereby applies to be allotted 24,000 ordinary £1 shares in the Company at par value, the purchase price to be met from the amount released from the subordinated loan,
- 4 The Company shall allot and issue such shares with immediate effect

Signed.



Network Einstein (UK) Ltd



Andrew de Candole