

WRITTEN RESOLUTIONS
of
AFFINITURE INVESTMENTS LIMITED (the "Company")

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date 15 AUGUST 2012

Pursuant to section 291 of the Act, the directors of the Company propose that the resolutions below are passed as special resolutions of the Company

1 Amendment of articles of association (special)

THAT the articles of association of the Company be amended by inserting the following as a new Article 32A

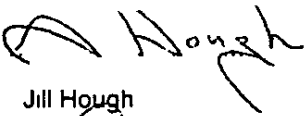
"32A. Shares subject to conditions

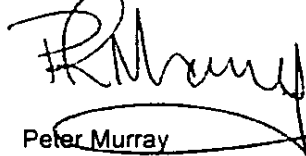
The pre-emption rights, the right of an ordinary share to vote and/or participate in any distributions of income or capital or assets and/or to receive any proceeds on a sale or other disposition for economic value of those shares (on a winding up or otherwise) may be made subject to conditions provided those conditions are in writing and agreed between the holder of the shares concerned and the Company acting with Board approval. Any such conditions may be removed or varied by further written agreement between the Company (acting with Board approval) and the holder of the shares concerned. Any such conditions shall be deemed to be part of the rights and restrictions to which the shares concerned are held and shall have force and effect as if set out in full in these Articles. No such conditions or variations to them may be agreed if their effect would be to increase the voting and/or income and/or capital and/or sale participation rights of the shares concerned beyond those enjoyed by any shares of the same class which are free from any conditions imposed for the purposes of this Article. Whilst in force, any such conditions shall continue to apply to the shares whether or not still held by the holder first holding them subject to the conditions concerned. The Company will promptly after request provide each member with details of any such conditions for the time being in force in respect of any of its issued shares "


2 Resolution to dis-apply statutory pre-emption rights (special)


THAT the directors be hereby empowered for the purposes of article 29 2 of the Company's articles of association and pursuant to section 570 of the Act, to allot or make offers or agreements to allot equity securities pursuant to the authority granted under article 28 as if section 561 of the Act did not apply to any such allotment such that on or around the date of this resolution (and following the proposed allotment) Peter Murray shall have 430 ordinary shares, Andrew Wood shall have 430 ordinary shares, Jill Hough shall have 140 ordinary shares, Andrew Barningham shall have 344 ordinary shares and Richard Langstaff shall have 140 ordinary shares



Signed 
Jill Hough

Signed 
Peter Murray

Signed 
Andrew Wood

Signed 
Andrew Barningham

Notes

- (1) If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
 - (a) by delivering it by hand or by posting it to marked for the attention of Andrew Wood,
 - (b) by faxing it to Affiniture Investments Limited marked for the attention of Andrew Wood, or
 - (c) by sending it as an attachment to an email at andrew.wood@affiniture.com
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it
- (4) The resolution set out above must be passed before the end of a period of 28 days from the circulation date of the resolutions, otherwise it will lapse
- (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