

Company Number 05032418

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
HELISWIRL TECHNOLOGIES LIMITED (THE "COMPANY")

CIRCULATION DATE 12 Sep 2011

The Directors of the Company have made a solvency statement under section 642(2) of the Companies Act 2006, a copy of which is annexed to this proposed Resolution, and the directors propose the following resolutions (the **Resolutions**) to be passed as written resolutions of the Company under Chapter 2 of Part 13 and section 641(1)(a) of the Companies Act 2006. The Resolutions are proposed as Special Resolutions

- 1 That the Company's share premium account be hereby reduced from £1,018,307 to £NIL and cancelled and that the reserve arising from the reduction and cancellation be treated as a distributable reserve
- 2 That the Company's called up share capital be hereby reduced from £242,955 to £0.001 by cancelling and extinguishing 242,954 ordinary shares of £0.001 each registered in the name of Heliswirl Holding Limited and that the reserve arising from such reduction and cancellation be applied in repaying the nominal share capital paid up on such shares to Heliswirl Holding Limited

By order of the Directors



Secretary For and on behalf of
St. John's Square
Secretaries Limited

WEDNESDAY



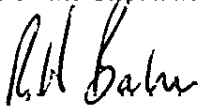
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05/10/2011
COMPANIES HOUSE

The Resolutions will lapse if not passed before the end of the period of 28 days beginning with the Circulation Date (**Lapse Date**) However, the Resolutions will not be effective if not passed before the end of the period of 15 days beginning with the date of the solvency statement

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being all the members of the Company who are entitled to vote on the Resolutions on the Circulation Date, hereby signify our agreement to the Resolutions

Signed  Dated 19/9/2011

for and on behalf of

Heliswirl Holdings Limited

Date of signature 19/9/2011

Signed as a record of the Resolutions



Director/Secretary

NOTES

1 You can choose to agree to both of the Special Resolutions or neither of them but you cannot agree to only one of the Resolutions If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- (a) **By hand** delivering the signed copy to Murray Wells at Callaghans, Firlex House, 18 Firgrove Hill, Farnham, Surrey, GU9 8LQ

- (b) **Post** returning the signed copy by post to Murray Wells at Callaghans, Firlex House, 18 Firgrove Hill, Farnham, Surrey, GU9 8LQ
- (c) **Fax** faxing the signed copy to 01252 723 477 marked "For the attention of Murray Wells"
- (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to "mwells@callaghans.co.uk" Please enter "Written Resolution dated [2011]" in the e-mail subject box

You may not return the Written Resolutions to the Company by any other method
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

- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Where, by the Lapse Date, insufficient agreement has been received for the Resolutions to pass, such Resolutions will lapse. However as noted above the Resolutions will not be effective if not passed before the end of the period of 15 days beginning with the date of the solvency statement. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 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.
- 5 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.

Company number 05032418

Special Resolutions

OF

HELISWIRL TECHNOLOGIES LIMITED (Company)

Passed on 19/9/2011

The following resolutions were duly passed as special resolutions on 19/9/2011 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

SPECIAL RESOLUTIONS

- 1 That the Company's share premium account be hereby reduced from £1,018,307 to £NIL and cancelled and that the reserve arising from the reduction and cancellation be treated as a distributable reserve
- 2 That the Company's called up share capital be hereby reduced from £242,955 to £0.001 by cancelling and extinguishing 242,954 ordinary shares of £0.001 each registered in the name of Heliswirl Holding Limited and that the reserve arising from such reduction and cancellation be applied in repaying the nominal share capital paid up on such shares to Heliswirl Holding Limited

Signed



Director

