

Company Number: 08882249

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

- OF -

ROSSLYN DATA TECHNOLOGIES LTD
(the "Company")



A13 02/05/2014 #349
COMPANIES HOUSE

Circulation Date 23 APRIL 2014

On 23rd April 2014, the following resolutions were duly passed, in the case of resolution 1, as an ordinary resolution, and in the case of resolution 2, as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTIONS

- 1 THAT in place of any existing authority given to directors (but without prejudice to the continuing authority of the directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company pursuant to a share for share exchange agreement to be entered into between the Company and the shareholders of Rosslyn Analytics Limited ("RAL") on or around the date of this resolution, up to a maximum aggregate nominal amount of £225,513 91 provided that this authority shall expire on 31 May 2014, 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 board may allot shares in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTIONS

- 2 THAT, subject to and conditional on the passing of resolution 1 above, the directors be authorised pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority given by resolution 1 above as if section 561(1) of the Act did not apply to any such allotment or sale provided that this authority shall be limited to the allotment of shares pursuant to the authority contained in resolution 1 This authority shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the date of this resolution or, if earlier, on the date which is six months after the date of this resolution, save that the Company may before such expiry make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such

expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the authority conferred by this Resolution had not expired

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke extending to the right.

DIRECTOR