

Company number 08140760

**Ordinary and Special Resolutions
of
Eykona Limited (Company)**

passed on 18th December 2012



The following resolutions were duly passed as an ordinary and special resolutions on 18th December 2012 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

1. Ordinary Resolution

THAT in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot ²⁰

1 1 A Ordinary Shares (having the rights and being subject to the restrictions set out in the Articles) or grant rights to subscribe for or to convert any security into A Ordinary Shares ("A Ordinary Rights") up to an aggregate nominal amount of £2,746 63, comprising

- (a) the 39,059 A Ordinary Shares in issue on the Circulation Date,
- (b) the 53,756 maximum number of A Ordinary Shares capable of being issued upon conversion of the convertible loan notes issued prior to the Circulation Date (the "Bridge Notes") pursuant to the secured convertible loan note instrument entered into by the Company on or around 2 August 2012 (as amended) (the "Convertible Loan Note Instrument"),
- (c) the 29,950 maximum number of A Ordinary Shares capable of being issued pursuant to the terms of the Enterprise Incentive Scheme capital facility made available to Shareholders pursuant to the letter from the Company to Shareholder dated on or around 2 August 2012 (the "EIS Capital Facility"),
- (d) the 25,316 maximum number of A Ordinary Shares capable of being issued upon conversion of the convertible loan notes to be issued during the 10 day period following the Circulation Date (the "Emergency Financing Notes") pursuant to the Convertible Loan Note Instrument, and
- (e) the 126,582 maximum number of A Ordinary Shares available for issue to participating Shareholders pursuant to the proposed £1 6m financing of the Company intended to complete during the first quarter of 2013.

1 2 ordinary shares of £0.01 each in the capital of the Company ("Ordinary Shares") (having the rights and being subject to the restrictions set out in the Articles) or grant rights to subscribe for or to convert any security into Ordinary Shares ("Ordinary Rights") up to an aggregate nominal amount of £654.48, comprising

- (a) the 25,852 Ordinary Shares in issue on the Circulation Date, and
- (b) the 36,418 Ordinary Shares available to satisfy options proposed to be granted pursuant to the Company's Share Option Scheme (excluding any Founder Warrants, regardless of whether or not such Founder Warrants comprise options granted pursuant to the Share Option Scheme) (as such terms are defined in the Articles), and
- (c) the 3,178 Ordinary Shares available to satisfy Founder Warrants (which may, at the Company's discretion, be granted in the form of options pursuant to the Company's Share Option Scheme),

provided in each case that such authority shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed, save that the Company may, before such expiry, make an offer or agreement which would or might require A Ordinary Shares or Ordinary Shares (as the case may be) to be allotted or A Ordinary Rights or Ordinary Rights (as the case may be) to be granted, and the directors may allot such shares or grant such rights 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 551 of the Act.

2. Special Resolutions

THAT

- 2 1 Article 6 4(iv) of the Articles be and is hereby amended and replaced with the following "any equity securities to be issued pursuant to a company share option scheme up to a maximum of 15% of the Fully Diluted Share Capital from time to time, or such other number as the Board acting with Qualified Party Consent may approve from time to time (a "Share Option Scheme"); and
- 2 2 the definition of "Share Option Scheme" in Article 1 1 be and is hereby amended so as to refer to Article 6 4(iv), as amended pursuant to Resolution 2 1 above

A copy of the articles as so amended is attached

Signed

