

Company number 04240875

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MOBILE COMPUTING SYSTEMS LIMITED (Company)

Circulation date Friday 2nd May 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed, (Resolution)

RESOLUTION

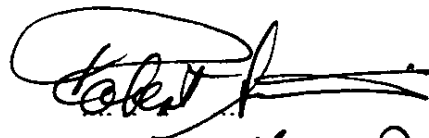
THAT the terms of a contract proposed to be made between the Company and Mrs M Regan for the purchase by the Company of 58 Ordinary shares of £0 50p each in the capital of the Company for a total consideration of £80,000 as set out in the contract attached (Purchase Contract) be approved and the Company be authorised to enter into the Purchase Contract

AGREEMENT

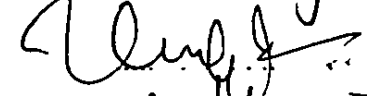
Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on Friday 2nd May 2014, hereby irrevocably agrees to the Resolution.


Signed by
Robert Servini
Date


2nd May 2014

Signed by
Yow Meng Yap
Date


2nd May 2014

Signed by
Richard Scott
Date


2/5/14



NOTES

1 If you agree with the Resolution, 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

- **By Hand** delivering the signed copy to Cathy Mugford, Unit 7, Technium 2, Swansea, SA1 8PJ
- **Post** returning the signed copy by post to Cathy Mugford, Unit 7, Technium 2, Swansea, SA1 8PJ
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to CMugford@mobilecomputing uk net Please enter "Written resolutions dated 2nd May 2014" in the e-mail subject box

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement

3 Unless, by 30th May 2014 sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, 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

- 4.3 The chairperson reported that the business of the meeting, therefore, was to consider and, if thought fit, approve the proposed purchase of the Shares and arrange to seek shareholder approval for such purchase.

5. DOCUMENTS PRODUCED TO THE MEETING

The following documents were produced to the meeting:

- (a) a draft contract for the purchase by the Company of the Shares from the Seller (**Purchase Contract**), and
- (b) a draft copy of a written resolution of the Company approving the Purchase Contract (**Written Resolution**), such resolution to be sent to all eligible members (within the meaning of section 289(1) of the CA 2006) of the Company in accordance with section 291 of the CA 2006.

6. RESOLUTIONS

- 6.1 The meeting carefully considered the purchase of the Shares and each of the documents referred to in paragraph 5. IT WAS RESOLVED to

- (a) approve the proposed purchase of the Shares,
- (b) approve the Written Resolution, recommend that it be accepted by the Company and send it to the eligible members of the Company

- 6.2 The chairperson instructed the Company Secretary to send the Written Resolution to the eligible members of the Company for signature accompanied by the Purchase Contract and before, or at the same time, to provide a copy of the Written Resolution to the Company's auditors

- 6.3 Subject to and following the passing of the Written Resolution, IT WAS RESOLVED to


- (a) authorise any one director to execute the Purchase Contract on behalf of the Company and to do and execute all acts and documents necessary or desirable for its completion or otherwise in connection with it,
- (b) keep a copy of the executed Purchase Contract at the Company's registered office for the period of ten years as required by section 702 of the CA 2006, and
- (c) within 28 days following delivery to the Company of the Shares, file Form SH03 and Form SH06 at Companies House regarding the Shares

7. **FILING**

Subject to the Written Resolution being passed, the chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company to record the purchase and cancellation of the Shares and to arrange for all necessary forms and documents to be filed at Companies House

8. **CLOSE**

There was no further business and the chairperson declared the meeting closed.

.....
Chairperson  **ROBERT SERVINI**
.....
Date **2nd May 2014**

DATED

22nd May 2014.

OFF-MARKET PURCHASE AGREEMENT

between

MOBILE COMPUTING SYSTEMS LIMITED

and

MRS M REGAN

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THIS AGREEMENT is dated

PARTIES

- (1) Mrs M Regan of 116 Cyncoed Road, Cardiff, CF23 6BL (**Seller**)
- (2) Mobile Computing Systems Limited incorporated and registered in England and Wales with company number 04240875 whose registered office is at Unit 7 Technium, 2 Kings Road, Swansea, SA1 8PJ (**Company**)

BACKGROUND

- (A) The Seller is the registered holder of 58 ordinary shares of 50p each in the capital of the Company (**Shares**)
- (B) It is proposed that the Company shall purchase the Shares from the Seller for cancellation on the terms of this agreement

AGREED TERMS

1. INTERPRETATION

The definitions in the background provision of this agreement shall apply to this agreement

2 SALE AND PURCHASE OF SHARES

- 2.1 The Seller agrees to sell, or procure the sale of the Shares with full title guarantee for a consideration of £1,380 per Share and the Company agrees to purchase them and to pay such consideration to the Seller
- 2.2 The Seller warrants that there are no liens, charges or other encumbrances over or in respect of the Shares
- 2.3 Completion of the sale and purchase of the Shares shall take place immediately on execution of this agreement, when the Seller shall deliver the share certificate(s) or other evidence of title to the Shares to the Company and the Company shall satisfy its obligation to pay the consideration due in respect of the Shares by payment of the sum of £80,000 to the Seller by way of telegraphic transfer for same day value to the Seller's account at Barclays Bank Sort Code 20-18-15 Account No 70691240

3. **FURTHER ASSURANCE**

The Seller agrees that, on being requested in writing by the Company to do so, it shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement

4. **GOVFRNING LAW AND JURISDICTION**

This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement

5. **ENTIRE AGREEMENT**

5.1 This agreement constitutes the entire and only legally binding agreement between the parties relating to its subject matter and no variation of this agreement shall be effective unless made in writing and signed by or on behalf of all the parties and expressed to be such a variation

6. **AGREEMENT SURVIVES COMPLETION**

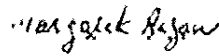
This agreement shall remain in effect despite its completion

7. **COUNTERPARTS**

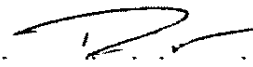
This agreement may be executed in any number of counterparts, each of which is an original and which together have the same effect as if each party had signed the same document.

This agreement has been entered into on the date stated at the beginning of it.

Signed by Mrs M Regan


Shareholder

Signed by
for and on behalf of Mobile
Computing Systems Limited


Director