

Company number 04240875

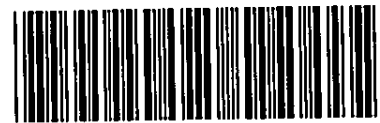
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

MOBILE COMPUTING SYSTEMS LIMITED (Company)

SATURDAY



A21D34TD
A06 05/10/2013 #37
COMPANIES HOUSE

9th September 2013

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

THAT capital redemption reserve of the Company be reduced by £176,250 from £176,250 to £NIL be cancelled and the amount by which the capital redemption reserve is so reduced be credited to a reserve

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 9th September 2013, hereby irrevocably agrees to the Resolution

Signed by
Richard Scott

Date

Signed by
Yow Meng Yap

Date

Signed by
Robert Servini

Date

Signed by
Wales Fund Managers

Date

[Handwritten signatures and dates]
10-9-13
12/09/13
12/09/13

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

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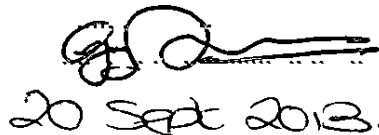
Date

Signed by
HSBC UK/ Finance Wales Fund for Wales

Date

Signed by
M Regan

Date



Handwritten signature and date: 20 Sept 2013.

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Robert Servini
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Signed by
Wales Fund Managers
Date

Signed by
M Regan
Date

Margaret Regan
3/9/13

- **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 9th September 2013" 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 6th October 2013 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

MOBILE COMPUTING SERVICES LIMITED

("the Company")

COMPANY NUMBER: 04240875

MINUTES of a meeting of the Board of Directors of the above Company held at Unit 7, Technium 2, Swansea, SA1 8PJ on Monday 9th September 2013 at 2pm

Present Robert Servini
 Richard Scott
 Yow Meng Yap

In Attendance

1 Quorum and Chairman

Robert Servini took the chair, noted that a quorum was present and declared the meeting open

2 Declaration of Interests

The Directors declared the nature and extent of their interests in the proposed transaction to be considered at the meeting in accordance with s177 of the Companies Act 2006. It was noted that under the Company's Articles of Association having made such declaration, the Directors were entitled to count in the quorum of and vote on the matters before the meeting

3 Company Approval

It was noted that when considering the resolutions below and before passing such resolutions, the directors would consider all the matters referred to in section 172(1) of the Companies Act 2006 and whether each action to be approved by the resolutions below would promote the success of the Company for the benefit of its members as a whole

4 Purpose of the Meeting

- 4.1 The Chairman reported that the purpose of the meeting was to consider and, if thought fit, to approve a proposed cancellation in full of the Company's capital redemption reserve amounting to £176,250 by £176,250 from £176,250 to £ NIL. (the "**Reduction**") subject to the provisions of section 641 of the Companies Act 2006 (the "**Act**")

5 Documents Produced to the Meeting

- 5.1 The following documents were produced to the meeting

5.1.1 a draft solvency statement under section 643 of the Act made for the purposes of section 642 of the Act (the "**Solvency Statement**") confirming that

5.1.1.1 as regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and

5.1.1.2 the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement,

5.1.2 a draft statement under section 644(5) of the Act ("**Section 644(5) Statement**") pursuant to which each of the directors would confirm that the Solvency Statement

under section 643 of the Act made for the purposes of section 642 of the Act (a copy of which is attached hereto) was

5 1 2 1 made not more than 15 days before the date on which the special resolution of the members of the Company approving the capital reduction pursuant to section 641 of the Act was passed, and

5 1 2 2 provided to every eligible member of the Company in accordance with section 642(2), and

5 1 3 draft written resolution ("**the Written Resolution**") to be circulated to each eligible member of the Company for signature to approve the terms of the Reduction

6 Reduction of Capital

6 1 The attention of the director was drawn to section 643(4) of the Act which renders a director making a solvency statement in circumstances where he is shown not to have reasonable grounds for the opinion expressed in that solvency statement guilty of an offence for which on conviction he would be liable to a term of imprisonment or a fine or both. Moreover, the director's attention was drawn to Section 643(2) of the Act which provides that a director must take into account all of the company's liabilities (including any contingent or prospective liabilities when considering the contents of the Solvency Statement

6.2 Each director confirmed that he was of the opinion that, having regard to the audited accounts produced at the meeting, future year projections and advice from accountants as regards the Company's situation as at the date of the Solvency Statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts and further that the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of the proposed Solvency Statement

6 3 The Solvency Statement and the Section 644(5) Statement produced to the meeting were carefully considered by the board and after discussion and, having regard to the directors' duties under section 172 of the Companies Act 2006, **IT WAS RESOLVED**

6 3 1 That, subject to the passing of the Written Resolution, the Reduction is approved and that entering into the arrangements considered at the meeting were in the best commercial interests of the Company and would promote the success of the Company for the benefit of the shareholders as a whole,

6 3 2 that each director would sign the Solvency Statement and the Section 644(5) and that the directors are hereby authorised to do and execute all acts and documents necessary or desirable for its completion or otherwise in connection with the Reduction, and

6 3 3 that the text of the Written Resolution is approved and that the directors be instructed to circulate the Written Resolution together with a copy of the completed Solvency Statement to the sole shareholder of the Company (being the sole eligible member) for signature

7 Adjournment and Resumption

7 1 The meeting was adjourned whilst the Written Resolution and a copy of the Solvency Statement was circulated to the shareholders of the Company, for approval

7 2 The meeting was resumed and the Chairman reported that all of the shareholders of the Company had approved and signed the Written Resolution

7.3 The Chairman reported that the Reduction would be effective with effect from the date of registration of all relevant documents were filed at Companies House

8. Filing

8.1 The Chairman instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company to record the Reduction and arrange for each of the following to be filed at Companies House

8.1.1 Form SH19,

8.1.2 A copy of the Written Resolution,

8.1.3 A copy of the Solvency Statement, and

8.1.4 A copy of the Section 644(5) Notice

9. Closure

There being no other business the Chairman declared the meeting closed



Chairman