

You should read the notes at the end of this document before signifying your agreement to the above resolution. Unless sufficient agreement has been received for the resolutions to be passed within 28 days of the Circulation Date, they will lapse.

**AZELLON LIMITED**

**(Registered in England - No 06447651)**

**WRITTEN RESOLUTIONS**

**(Circulated 16 December 2008)**

The directors of the Company propose that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions be passed as special written resolutions:

**SPECIAL RESOLUTIONS**

- (A) THAT the authorised share capital of the Company being £1,000 divided into 100,000 ordinary shares of £0.01 each of which 1 ordinary share of £0.01 each in nominal value is currently in issue, be hereby subdivided into 1,000,000 ordinary shares of £0.001 each ("**Ordinary Shares**") of which 10 Ordinary Shares are currently in issue.
- (B) THAT 140,000 Ordinary Shares in the authorised and unissued share capital of the Company be hereby re-designated as 140,000 A ordinary shares of £0.001 each ("**A Ordinary Shares**"). The A Ordinary Shares shall rank in all respects *pari passu* with the Ordinary Shares, save that in the event that a resolution is passed or an order is made to wind the Company up, then on a return of capital or assets on such winding up, such cash sum as remains on a liquidation or winding up of the Company after all of its liabilities (including costs and expenses in connection with such liquidation or winding up) have been paid or provided for legally available to the shareholders by reason of their ownership of A Ordinary Shares and/or Ordinary Shares shall be applied in the following manner:
- (i) first, in paying to each holder of A Ordinary Shares (in cash, cash equivalents or, if applicable, securities) an amount equivalent to the aggregate amount paid up thereon (including the full amount of any premium at which such share was issued whether or not such premium is applied for any purpose thereafter) ("**Subscription Price**") of the A Ordinary Shares held by each holder of A Ordinary Shares, together with a sum equal to any arrears and accruals of dividend on those A Ordinary Shares calculated down to but not including the date of the return of capital (the "**Preference Amount**") and if there is a shortfall of assets and/or funds remaining to satisfy the entitlements of the holders of A Ordinary Shares in full, the remaining surplus assets shall be distributed to the holders of A Ordinary Shares *pro rata* to their respective holding of such A Ordinary Shares; and
- (ii) second, and only after the Preference Amount is fully paid-up, in paying the holders of A Ordinary Shares and Ordinary Shares *pro rata* as if they constituted one and the same class.
- (C) THAT the pre-emption provisions in Article 2.2 of the Articles of Association be hereby irrevocably waived in respect of the allotment and issue of Ordinary Shares



and A Ordinary Shares in the Company up to an aggregate nominal amount of £142.66 as follows:


- (i) up to 115,990 Ordinary Shares; and
- (ii) up to 26,667 A Ordinary Shares

provided that this waiver shall expire on the date five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement notwithstanding the pre-emption provisions in the Articles of Association as if the waiver conferred hereby had not expired.

**If you agree to the above resolutions, please signify your agreement by signing and dating this document where indicated and returning it to the Company.**

**We, the undersigned, being the sole member entitled to vote on the above resolutions on the Circulation Date, IRREVOCABLY AGREE to the above resolutions:**

Signature: 

Name: 

**FOR AND ON BEHALF OF BRISTOL  
INNOVATIONS LIMITED**

Date: *16 December 2008*

**Notes:**

- 1 You may choose to agree to all of the resolutions or none of them but you cannot agree to some only of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by using one of the following methods:  
**By hand:** by delivering the signed copy to the Company at its registered office  
**By post:** by returning the signed copy by post to the Company at its registered office
- 2 If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 **ONCE YOU HAVE INDICATED YOUR AGREEMENT TO THE RESOLUTIONS, YOU MAY NOT REVOKE YOUR AGREEMENT.**
- 4 Unless sufficient agreement has been received for the resolutions to pass within 28 days of the Circulation Date, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches the Company within 28 days of the Circulation Date.

- 5 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 Company's register of members.
- 6 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.