

Company number 08140760

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

passed on 20th May 2013



The following resolutions were duly passed as ordinary and special resolutions on 20th May 2013 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006 (the "Act")

Ordinary Resolutions

- 1 THAT the existing 39,059 issued ordinary A shares of £0 01 each in the Company be reclassified as ordinary shares of £0 01
- 2 THAT, in accordance with section 551 of the Companies Act 2006 (2006 Act), the directors of the Company (Directors) be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £1,900 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 7th May 2015 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired
- 3 This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities

Special Resolutions

- 4 THAT, subject to the passing of the resolution 2 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £1,900, and
 - (b) expire on 7th May 2015 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the

Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

5 THAT the articles of association of the Company are amended to include the following article

"On a show of hands at any General Meeting, the number of votes on any resolution capable of being cast by either or both of the MTI Partnerships and any nominee, trustee or custodian which holds any shares in the Company on their behalf, shall be limited to one On a poll at any meeting of the Shareholders, the number of votes on any resolution cast by the MTI Partnerships or either of them, or any nominee, trustee or custodian which holds any shares in the Company on their behalf, shall not in any case be capable of exceeding the number which is one less than the number of shares constituting the Shares held by Members other than the MTI Partnerships and any nominee, trustee or custodian which holds any shares in the Company on their behalf who are present at the meeting and entitled to vote in the poll (whether in person or by proxy) On a show of hands at any meeting of the Shareholders, the number of votes on any resolution cast by or on behalf of the MTI Partnerships in respect of shares held by them shall not in any case be capable of exceeding the number which is one less than half the total number of persons present at the meeting who are either members or present as a proxy for a member or members On a poll at any meeting of the Shareholders, the number of votes on any resolution cast by or on behalf of the MTI Partnerships in respect of shares held by them shall not in any case be capable of exceeding the number which is one less than the number of shares constituting the Shares held by members other than the MTI Partnerships "

A copy of the articles as so amended is attached

Signed.



Simon Smith

Company Secretary