

Minutes of a General Meeting of the Directors of

M P S Matrix Limited – Company Number 3408284 HELD on 15 April 2010 at

5 Grays Farm Production Village, Grays Farm Road, Orpington, Kent, BR5 3BD

PRESENT C Marsh – Director
 S Marsh
 A Howe – Company Secretary

CHAIRMAN IT WAS RESOLVED that

- A new class of shares is to be created, to be designated as 'B Class £1 Ordinary Shares'
- In accordance with paragraph 4 (i) (the requirement to offer new shares in accordance with proportional holdings of the original authorised SHARE CAPITAL of the company), direction has been given by way of a SPECIAL RESOLUTION' for this requirement not to apply on this occasion
- The company's Articles of Association are to be amended in respect of SHARE CAPITAL, by the addition of a new clause, paragraph 4 (iii) (see APPENDIX 1)
- The Chairman reported that two B Class £1 Ordinary Shares in the company are to be issued with immediate effect and are hereby allotted at par to the following employees

<u>ALLOTTEE</u>	<u>HOLDINGS</u>
C Marsh	One B Class £1 Ordinary Share
A Howe	One B Class £1 Ordinary Share

IT WAS FURTHER RESOLVED that the Share Certificates be signed by a director as evidence of the aforesaid Allotment of Shares

CHAIRMAN



THURSDAY



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16/06/2011
COMPANIES HOUSE

M P S Matrix Limited – Company Number 3408284

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Revision to the company's Articles of Association, by way of insertion of a new clause effective 15 April 2010 as follows:

SHARE CAPITAL

4 (III) A new class of 'B Class' Ordinary £1 Shares, is to be created to exist alongside the existing Ordinary £1 Shares (to be re-designated 'A Class' £1 Ordinary Shares).

The new 'B Class' Ordinary £1 Shares shall be subject to the following rights & restrictions;

- The 'B Class' shares do not carry any voting rights.
- The 'B Class' shares are subject to forfeiture within five years from date of issue.
- The 'B Class' shares have no rights to a distribution in respect of accumulated distributable profits existing as at 31 July 2009, nor any profits earned during the financial year ending 31/7/2010, pro-rata to the date of share issue, which remain attributable to the original A Class Shares.
- The 'B Class' shares have no right to participate in any dividend upon winding up of the company
- The 'B Class' shares may only be held by company employees.
- The 'B Class' shares may only be repurchased by the company, or alternatively, sold or transferred to another of the company's employees at valuation.

This paragraph and its clauses are to be inserted into the articles with immediate effect