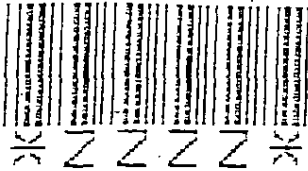


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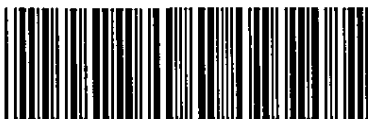
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APEX DIGITAL

GRAPHICS LIMITED



TUESDAY



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15/09/2009

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COMPANIES HOUSE

## THE COMPANIES ACTS 1985 TO 1989 pursuant to section 378 Companies Act 1985

## SPECIAL RESOLUTIONS OF

## APEX DIGITAL GRAPHICS LTD

Dated this 27 July 2009

At an Extraordinary General Meeting of the above named company duly convened and held at :**APEX HOUSE, MAXTED ROAD, HEMEL HEMPSTEAD, HERTS HP2 7DX** The following resolutions of the company were duly passed:

## RESOLUTIONS

# 1. SPECIAL RESOLUTION CONVERSION OF SHARES FROM ORDINARY C SHARES TO ORDINARY SHARES AND CAPITALISATION OF RESERVES

The following shareholdings be converted to Ordinary shares of £0.01 and balance of nominal value be capitalised from reserves. The existing shares will be converted as set out in 1.1 below and capitalised as set out in 1.2 below;

## 1.1 Existing issued ORDINARY shares

name	class of share	NOMINAL VALUE	No of Shares held before sale	Conversion to Ordinary Shares	New Total Share
Robert James Usher	ordinary	£0.010	-	30,100.00	30,100
Bernard Felix Parker	ordinary	£0.010	-	30,100.00	30,100
Terence Lionel Bratt	ordinary	£0.010	-	30,100.00	30,100
Robert James Usher	ordinary C	£0.001	240,872.00	- 30,100.00	210,772
Bernard Felix Parker	ordinary C	£0.001	240,872.00	- 30,100.00	210,772
Terence Lionel Bratt	ordinary C	£0.001	240,872.00	- 30,100.00	210,772

## 1.2 Capitalisation of reserves

NAME	number of shares held	class of share HELD	nominal value per share deemed paid up	total nominal value	capitalisation of reserves £	new nominal value £	New nominal value per share Deemed paid up	total nominal value
Robert James Usher	30,100.00	ORD	0.001	30.10	270.90	301.00	0.01	301.00
Bernard Felix Parker	30,100.00	ORD	0.001	30.10	270.90	301.00	0.01	301.00
Terence Lionel Bratt	30,100.00	ORD	0.001	30.10	270.90	301.00	0.01	301.00

Distributable Reserves of £812.70 will be capitalised in order to equalise the nominal value of shares converted

2. SPECIAL RESOLUTION Conversion of shares from ORDINARY to B ORDINARY shares

**THE FOLLOWING SHAREHOLDINGS BE CONVERTED TO B ORDINARY SHARES OF £0.01 FOR DISPOSAL TO THE APEX DIGITAL GRAPHICS LTD SIP PLAN:**

Following the passing of Resolution 1 detailed above, the Ordinary shares set out in column 5 below will be **converted to** the B Ordinary shares as set out in 2.1 below;

2.1 Conversion of ORDINARY shares to B ORDINARY shares

name	class of share	NOMINAL VALUE	No of Shares held before sale	Conversion to B ordinary Shares and sale to sip	New Total Share
Robert James Usher	ordinary B	£0.010		30,100	30,100
Bernard Felix Parker	ordinary B	£0.010		30,100	30,100
Terence Lionel Bratt	ordinary B	£0.010		30,100	30,100
Robert James Usher	ordinary	£0.010	30,100	(30,100)	0
Bernard Felix Parker	ordinary	£0.010	30,100	(30,100)	0
Terence Lionel Bratt	ordinary	£0.010	30,100	(30,100)	0
Robert James Usher	ordinary C	£0.001	210,772		210,772
Bernard Felix Parker	ordinary C	£0.001	210,772		210,772
Terence Lionel Bratt	ordinary C	£0.001	210,772		210,772
			722,616		722,616

The resolutions were carried unanimously.



Director