

Company number: 05318829

The Companies Act 2006
Private company limited by shares
Written resolutions
of
VQ Communications Limited

THURSDAY



3 June 2009 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of VQ Communications Limited (the "**Company**") propose that:

- resolution 1 below is passed as an ordinary resolution (the "**Ordinary Resolution**"); and
- resolutions 2, 3 and 4 below are passed as special resolutions (the "**Special Resolutions**").

Ordinary Resolution:

1. **That** the directors be and they are generally and unconditionally authorised for the purposes of Section 80, Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £253,000 at any time or times during the period of five years from the date of the passing of this resolution on which date this authority shall expire, provided that the Company may, prior to such expiry make any offer or agreement which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolutions:

2. **That** by virtue of Section 95(1) Companies Act 1985, Section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by resolution (1) above.
3. **That** the draft convertible loan agreement (the "**Convertible Loan Agreement**") to be entered into by the Company (1) and Mike Anthony Horsley, Ruth Paton and Gary John Watkins (2) (a copy of which is attached to this written resolution for the purposes of identification) be and it is approved and that any director of the Company

in the presence of a witness be and is authorised to sign the Convertible Loan Agreement on behalf of the Company.

4. **That** each shareholder hereby waives all and any rights of pre-emption in respect of the Convertible Loan Agreement and any shares in the capital of the Company that may be issued to Mike Anthony Horsley, Ruth Paton or Gary John Watkins pursuant to the terms of the Convertible Loan Agreement.

Important:

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and the Special Resolutions.

The undersigned, being the sole person entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agree to the Ordinary Resolution and the Special Resolutions.

Signed:

Name: **John Dee**

Date:

Signed: 

Name: **Giles Osborne Adams**

Date: 3 Jun 2009

Signed:

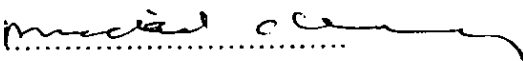
Name: **Steven Barwick**

Date:

Signed:

Name: **Sharon Ann Ronald**

Date:

Signed: 

Name: **Michael Anthony Horsley**

Date: 3 June 2009

Signed: 

Name: **Ruth Paton**

Date: 3 June 2009

Signed:

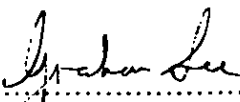
Name: **Gary John Watkins**

Date:

Signed:

Name: **For and on behalf of Blue Jays Consulting LTD**

Date:

Signed: 

Name: **For and on behalf of Synergie Business Limited**

Date: 3 June 2009

Signed:

Name: **For and on behalf of South West Ventures Fund No.1 LP**

Date:

Signed:

Name: **Michael Anthony Horsley**

Date:

Signed:

Name: **Ruth Paton**

Date:

Signed: 

Name: **Gary John Watkins**

Date: **3 June 2009**

Signed:

Name: **For and on behalf of Blue Jays Consulting LTD**

Date:

Signed:

Name: **For and on behalf of Synergie Business Limited**

Date:

Signed:

Name: **For and on behalf of South West Ventures Fund No.1 LP**

Date:

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Signed:

Name: **Giles Osborne Adams**

Date:

Signed:

Name: **Steven Barwick**

Date:

Signed: 

Name: **Sharon Ann Ronald**

Date: **3/6/09**

Signed:

Name: **Michael Anthony Horsley**

Date:

Signed:

Name: **Ruth Paton**

Date:

Signed:

Name: **Gary John Watkins**

Date:

Signed:


Name: **For and on behalf of Blue Jays Consulting LTD**

Date:

Signed:

Name: **For and on behalf of Synergie Business Limited**

Date:

Signed: 

NAME, SOUTH WEST GP LIMITED AS GENERAL PARTNER

Name: **For and on behalf of South West Ventures Fund No.1 LP**

Date: **3 June 2009**

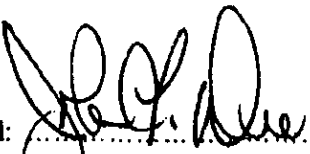
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Name: Steven Barwick
Date:

Signed:
Name: Sharon Ann Ronald
Date:

Signed:

Name: **Michael Anthony Horsley**

Date:

Signed:

Name: **Ruth Paton**

Date:

Signed:

Name: **Gary John Watkins**

Date:

Signed: J Baker (Director)

Name: **For and on behalf of Blue Jays Consulting LTD**

Date: 3 June 2009

Signed:

Name: **For and on behalf of Synergie Business Limited**

Date:

Signed:

Name: **For and on behalf of South West Ventures Fund No.1 LP**

Date:

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Signed:

Name: **Giles Osborne Adams**

Date:

Signed: 

Name: **Steven Barwick**

Date: 03/06/09

Signed:

Name: **Sharon Ann Ronald**

Date:

Notes

1. You can choose to agree to all of the Ordinary Resolution and the Special Resolutions or none of them but you cannot agree to only some of them. If you agree to all of the resolutions, 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:
 - By hand (by delivering the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones).
 - By post (by returning the signed copy to 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones).

Please note that return of this document will not be accepted by fax or email.

2. **The resolutions will lapse if sufficient votes in favour of them have not been received by 9a.m. on the date 28 days after the Circulation Date.** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reached the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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.