

Hemscott Limited

Company Number 00027883

Special Resolution

The following resolutions were duly passed by Hemscott Limited ('the Company') as a Special Resolutions in writing on 26 August 2011

Special Resolutions

1. That the ordinary share capital of the Company be reduced by cancelling 73,193,766 of the 73,193,767 issued ordinary shares of the Company and transferring an amount of £3,659,688 30 to the profit and loss account reserve
2. That the Capital redemption reserve of the Company be reduced by transferring the entire balance of £1,513,030 to the profit and loss account reserve
3. That the Share premium of the Company be reduced by transferring the entire balance of £7,104,205 to the profit and loss account reserve
4. That the Special reserve of the Company be reduced by transferring the entire balance of £1,534,613 to the profit and loss account reserve.
5. That any conflict of interest arising between any of the directors of the Company and the Company as a result of the reduction of the Company's share capital as set out in this resolution be and hereby is authorised and approved.

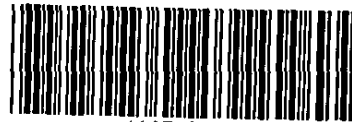


Gary Brian Dockray

For and on behalf of Centerpoint Data LLC

Dated 26 August 2011

TUESDAY



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13/09/2011

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COMPANIES HOUSE

Hemscott Limited 27883

Minutes of a Meeting of the Directors

Held at 37-45 Paul Street , London , EC2 A 4LS

On 26 August 2011

Present Gary Dockray (by phone)
Scott Ganeles (by phone)
Paul Lucas (by phone)

COMPANIES HOUSE

In Attendance Yasmin Hussein (Company Secretary)

1. Quorum

- 1 1 It was agreed that Gary Brian Dockray would chair the meeting. It was reported that notice of the Meeting had been given to all those entitled to receive it. There being a quorum present, the Meeting proceeded to business.

2. Purpose of the Meeting

- 2 1 The Chairman explained that the purpose of the meeting was to consider the capitalisation of the Company's Merger Reserve and the issue of 1 bonus share to the sole shareholder of the Company. It was further noted that in order to effect the bonus issue the directors were required to seek authority by way of shareholders resolution.

3. Declaration of Interests

- 3 1. In accordance with Section 177 of the Companies Act 2006 and the Company's articles of association each of the directors gave notice to the meeting that they were interested generally in the business to be transacted and disclosed the nature and extent of their interest.

4. Capitalisation of the Merger Reserve and Authority to Effect a Bonus Issue

- 4 1 The Chairman proposed that the Company's Merger Reserve of £7,104,204.53 be capitalised by issuing 1 ordinary share of £0.05 be issued as a bonus to the sole shareholder of the Company at a premium of £7,104,204.03. It was noted that following the proposed allotment the sum of £7,104,204.03 will be transferred to a share premium account and will form part of the Company's distributable reserves. It was further explained that in order to effect the bonus issue a resolution of the shareholders of the Company will need to be passed. A form of shareholders resolution was presented to the meeting.

- 4 2 The meeting was adjourned for the members resolutions to be executed.


5. Allotment of Shares

- 5 1 It was reported that the members resolution had been executed.
- 5 2 It was resolved that the Company's Merger Reserve be capitalised and that 1 ordinary share of £0.05 be issued as a bonus share to Centerpoint Data, LLC at a premium of £7,104,201.03.

It was further resolved that a share certificates be issued in respect of the share allotted and that notification of the allotment be submitted to Companies House

5. Close

5.1 There being no other business to transact the Chairman declared the meeting closed


Chairman