

COMPANY NUMBER: 1892751

THE COMPANIES ACTS 1985 TO 1989 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

of

I S SOLUTIONS PLC

Passed on 20th January 2015

THURSDAY




At a General Meeting of the above-named Company duly convened and held on 20th January 2015 the following Resolution was duly proposed and passed as a Special Resolution

SPECIAL RESOLUTION

THAT the proposed Acquisition of the entire issued share capital of Speed-Trap Holdings Limited (STH) not already owned by the Company pursuant to the Share Purchase Agreement made between the persons named therein as the "SPA Sellers" and the Company and dated 23rd December 2014 (the **Acquisition Agreement**) and the associated and ancillary arrangements contemplated by the Acquisition Agreement and/or described in the Chairman's letter to shareholders dated 24th December 2014 accompanying the notice of this meeting, be and they are hereby approved and that

- (a) the authorised share capital of the Company be increased to £1,000,000 divided into 50,000,000 ordinary shares of 2 pence each, and
- (b) the Directors (or any duly authorised committee of the Board) be and are hereby authorised to take all such steps as may be necessary or desirable to implement the terms of the Acquisition Agreement (with or without such non-material modifications, variations, revisions, waivers or amendments as the Directors or any such duly authorised committee of the Board may deem necessary, expedient or appropriate) including without limitation
 - (i) allotting and issuing of up to 14,681,910 ordinary shares of 2 pence each of the Company fully paid to the sellers of shares in STH in accordance with the terms of the Acquisition Agreement, provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the annual general meeting of the Company in 2015 save that the Company may, before such expiry, make offers to or agreements with the sellers of shares in STH which would or might require all or some of the said 14,681,910 ordinary shares to be allotted and the Directors may allot all or some of the said 14,681,910 ordinary shares in pursuance of such offer or agreement to the sellers of shares in STH

- notwithstanding that the authority conferred by this resolution has expired, and
- (ii) increasing the maximum aggregate number of shares over which options to subscribe for shares may be granted under the Company's share option schemes so as to permit the grant of EMI Options over not more than 1,392,440 shares to employees of STH (whether by way of replacement of existing STH options or otherwise) and the grant of options over not more than 73,170 shares under the Company's Employee Share Options A Scheme to overseas employees of STH

A handwritten signature in black ink, consisting of a stylized 'B' followed by a long horizontal stroke that tapers to a point.

Chairman