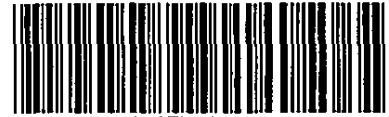


Company Number 02723032
 Private Company Limited By Shares
 Written Resolution
 Cognito Limited ("the Company")

FRIDAY



A24

06/01/2012

#77

COMPANIES HOUSE

12th December 2011 (Circulation Date)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as an ordinary resolution

ORDINARY RESOLUTION

(i) THAT the authorised share capital of the Company be increased by the creation of a further 99,897 Ordinary D shares of 0.001 having attached the same rights and restrictions as the existing Ordinary D shares in the capital of the Company; and

(ii) THAT in accordance with section 551 of the 2006 Act the Directors are authorised, for a period of five years from the date of the passing of this resolution, to allot up to a maximum of 199,793 Ordinary D shares having an aggregate nominal amount of £199 79 to David Webb, and

(iii) THAT notwithstanding any prior rights which I may have to be offered such shares, whether under the terms of the Articles of Association of the Company, statute, or otherwise, I authorise the directors to allot Ordinary D shares in the capital of the Company to David Webb up to the maximum amount of shares stated in paragraph (ii) above

AGREEMENT

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

The undersigned, a person entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution

Signed by

[Signature] Director Nova Cap(North) Ltd

Date

22/12/11

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand to the Company or by posting it to the Company at Benham Valence Newbury Berkshire RG20 8LU

2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

4. Unless, by the end of 28 days beginning with the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

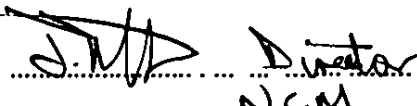
The Directors
Cognito Limited
company number 02723032 ("the Company")

12th December 2011

Dear Sirs

Majority Shareholder Consent

1. I refer to the proposed creation of additional Ordinary D shares in the capital of the Company and the proposed allotment of 199,793 Ordinary D shares to David Webb at par.
2. I am the holder of Ordinary A shares in the capital of the Company and entitled to certain rights in respect of the creation and issue of shares in the Company. For the purposes of the Company's Articles of Association, and the Shareholders Agreement dated 12 May 2005, I authorise the directors to accept this letter as my formal consent to the matters referred to in paragraph 1 above.


..... Director
NCM
Nova Capital Management GP (North) Ltd
Date 22/12/11

FRIDAY

A24

06/01/2012
COMPANIES HOUSE

#76