

Company No. 2755596

The Companies Acts 2006

## IFINITY PLC

TUESDAY



A19

\*A2MXCCNL\*

10/12/2013

#243

COMPANIES HOUSE

We, the undersigned, being the Eligible Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings pursuant to the Articles of Association of the Company and, hereby pass the following Written Resolution which for all purposes shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held

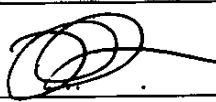

### Special Resolutions

- 1 THAT pursuant to Section 694(2) of the Companies Act 2006 the off-market purchase of shares in the capital of the Company on the terms of the proposed contract (a copy of the contract is attached) in accordance with Section 696 to be made between the Company and H W. Fisher Nominees Limited shall hereby be approved in accordance with Section 701(3) of the Companies Act 2006 for the purchase of a maximum of 5,555 Ordinary shares of £1 00 each fully paid at a purchase price of £8 49 for each Ordinary share and that the shares shall be purchased at such time and in such number of shares as determined by the directors but such purchases shall be completed within 18 months from the date of this resolution in accordance with proposed contract
- 2 THAT pursuant to pursuant to Section 705 of the Companies Act 2006 the purchase of the maximum number of 5,555 Ordinary shares of £1 00 fully paid in the capital of the Company shall hereby be purchased out of distributable profits for an aggregate consideration of £47,161 95

**Circulation Date:** 6 December 2012

**Date Passed:** 6 December 2012

The Members

£1.00 A Ordinary shareholders:	VOTES	% of Total Votes	Sign and Date
Juliette Lisa FRANKS	16,667	50 000%	 6/12/12
Russell Gordon FRANKS	16,667	50 000%	 6th Dec 2012

#### Note - Voting Procedure pursuant to the Companies Act 2006

- 1 Eligible Members who hold at least 75% of the total voting rights must vote in favour of the written resolution to be passed as a Special Resolution
- 2 Eligible Members must signify their agreement to the resolution and return it to the Registered Office within a period of 28 days from the circulation date otherwise if the requisite majority have not voted in favour within that period, the Resolution will lapse and not be passed.
- 3 When an Eligible Member has signified their agreement to the Resolution and returned the Resolution to the Registered Office (or any other address advised of or directed to at the time the Resolution was distributed by the Company) the Eligible Member may not at any time, subsequently revoke their agreement