

A B S DIGITAL LIMITED ('the Company')

Company number 03599171

FRIDAY



A25 *A22917KY* 15/02/2013 #181
COMPANIES HOUSE

Resolutions of Steven Robert Dawkins ('the Shareholder') who owns the entire issued share capital of the Company

1 BUSINESS

The shareholder considered the offer from Copyrite Business Solutions Limited ('Copyrite') to purchase the entire issued share capital of the Company

2 DOCUMENTS CONSIDERED

The following documents were considered

- a) a draft share sale and purchase agreement ('the Agreement') setting out the terms of the proposed acquisition
- b) draft loan notes ('the Loan Notes')
- c) a draft disclosure letter ('the Disclosure Letter')
- d) draft debenture ('the Debenture')

3 CONSIDERATION OF DOCUMENTS

- a) The Shareholder noted in connection with the Agreement that
 - the consideration payable by Copyrite pursuant to the Agreement and as set out therein will comprise a mixture of cash on completion, loan notes and an earn-out
 - part of the cash consideration comprises 'free cash' (as defined in the Agreement), £150,000 of which is payable on completion – at completion the Company shall declare a dividend to Copyrite in this sum and Copyrite will pay that sum to the Shareholder to discharge their obligation in this respect
 - the Shareholder is to give various warranties and indemnities concerning the business, assets, accounts, records and tax position of the Company
 - the liability of the Shareholder for claims under the warranties is subject to a number of limitations and to the disclosures in the Disclosure Letter
 - the Shareholder would need to resign as director and also comply with various other obligations on completion
- b) The Shareholder noted in connection with the Loan Notes that
 - they are non-interest bearing
 - they are repayable to the Shareholders in two tranches of £25,000 each on 31 December 2013 and 31 December 2014
 - they are subject to the conditions in the schedule
- c) The Shareholder noted in connection with the Debenture that
 - it provides security for all the indebtedness of Copyrite to the Shareholder pursuant to the Agreement and the Loan Notes by way of a charge over the assets and business of Copyrite
 - Copyrite has granted prior charges over its assets and business to National Westminster Bank plc, Andrew Clague and Linda Clague, which will rank in priority to the Debenture

4 RESOLUTIONS

Having considered the above documents and the Shareholder RESOLVED

- a) to accept the terms of the Agreement and to sign the Agreement and Disclosure Letter and exchange the same with Copyrite
- b) to accept the terms of the Loan Notes
- c) to accept the terms of the Debenture

Signed



Shareholder

Dated

31st January 2013