

Company Number: 03847379

Companies Acts 1985 and 2006

Company Limited by Shares

Special Resolutions

Of

Datactics Limited

Passed this 21 day of September 2008

At the General Meeting of the holders of the Ordinary Shares in the Company, duly convened, and held at 42-46 Fountain St, Belfast BT1 5EF

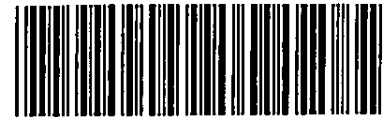
on the 21 day of September 2008 at 1.10 am/pm the following resolutions were passed as special resolutions -

SPECIAL RESOLUTIONS

THAT-

- 1 The authorised share capital of the Company be reclassified into £1,100,000 divided into 99,100,000 Ordinary Shares of £0 01 each, 60,000 "A" Ordinary Shares of £0 01 each, 40,000 "B" Preferred Ordinary Shares of £0 01 each, 800,000 "C" Preferred Ordinary Shares of £0 01 each, and 100,000 Redeemable Preference Shares of £1 00 each
- 2 The directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to issue and allot up to 218 Ordinary Shares, 8,648 "A" Ordinary Shares, 6,432 "B" Preferred Ordinary Shares and 46,685 "C" Preferred Ordinary Shares all with nominal value £0 01 within two months from the date hereof (on the expiration of which this authority will expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89 of the Companies Act 1985 did not apply thereto and we hereby waive all rights to pre-emption as if sections 89(1) and 90 of the Companies Act 1985 and any pre-emption rights contained in the Company's articles of association or otherwise did or did not apply thereto
- 3 The 17,974 issued "A" Ordinary Shares Ordinary of £0 01 in the Company be reclassified into 17,974 Ordinary Shares of £0 01 each
- 4 The authorised share capital of the Company be further reclassified into £1,100,000 divided into 99,160,000 Ordinary Shares of £0 01 each, 40,000 "B" Preferred

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A42	29/10/2008	326
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A60	16/10/2008	152
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Ordinary Shares of £0.01 each, 800,000 "C" Preferred Ordinary Shares of £0.01 each, and 100,000 Redeemable Preference Shares of £1.00 each

- 5 That the £20,000 secured convertible loan notes of the Company constituted by a loan note instrument dated 28 April 2008 and issued to Michael Black be transferred from Michael Black in the amount of £15,000 to Viridian Growth Fund Limited Partnership and £5,000 to John Mulcahy
- 6 The directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to convert £200,000 Loan Notes issued pursuant to a Secured Convertible Loan Note Instrument dated 28 April 2008 plus accrued interest and premiums of £108,333 into "B" Preferred Ordinary Shares and to allot and issue up to 14,394 "B" Preferred Ordinary Shares within two months of the date hereof (on the expiration of which this authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89 of the Companies Act 1985 did not apply thereto and we hereby waive all rights to pre-emption as if sections 89(1) and 90 of the Companies Act 1985 and any pre-emption rights contained in the Company's articles of association or otherwise did or did not apply thereto
- 7 The directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to issue Warrants to subscribe for up to 35,014 "C" Preferred Ordinary Shares pursuant to the Warrant Agreement in the form produced to the meeting within two months of the date hereof solution (on the expiration of which such authority shall expire) and the directors shall have the power to exercise the authority hereby conferred upon them to issue such Warrants to such persons and on such conditions as they may in their discretion determine as if Section 89 of the Companies Act 1985 did not apply thereto and we hereby waive all rights to pre-emption as if Articles 89(1) and 90 of the Companies Act 1985 and any pre-emption rights contained in the Company's articles of association or otherwise did or did not apply thereto
- 8 The directors be generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to issue and allot up to 35,014 "C" Preferred Ordinary Shares with nominal value £0.01 upon exercise of the Warrants referred to in the above resolution within twelve months from the date hereof (on the expiration of which this authority will expire) and the directors shall have the power to exercise the authority hereby conferred upon them to allot such shares to such persons and on such conditions as they may in their discretion determine as if Section 89 of the

Companies Act 1985 did not apply thereto and we hereby waive all rights to pre-emption as if sections 89(1) and 90 of the Companies Act 1985 and any pre-emption rights contained in the Company's articles of association or otherwise did or did not apply thereto

9. The increase of the maximum aggregate limit of ordinary shares to be reserved for management and employees of the Company (including any existing or proposed option arrangements) to 31,619 ordinary shares representing 22.57% of the fully diluted share capital of the Company after the allotment of shares pursuant to an investment agreement relating to the Company to be entered into on the date hereof be hereby approved
10. The regulations contained in the document produced to the meeting and signed for identification by the chairperson be adopted as the memorandum and articles of association of the Company in substitution for and to the entire exclusion of the existing memorandum and articles of association

Dated 29 September 2008


Chairperson