

Company No: 04335138

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION

of

VIXEN SOFTWARE SOLUTIONS LIMITED

FRIDAY



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12/09/2008

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COMPANIES HOUSE

Pursuant to section 281(1)(a) of the Companies Act 2006 (the "Act")

Circulation date: 4<sup>th</sup> August 2008

We, the undersigned, being all the members for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a special resolution

**SPECIAL RESOLUTION**

**THAT** the Company shall be authorised at any time during the 3 months following the date hereof to purchase 5 ordinary £1 00 shares in the capital of the Company from Brian Rogers under section 162 Companies Act 1985 from distributable profits of the Company and in the manner and upon the terms and for the consideration as appears from a memorandum of contract attached hereto

We, the undersigned, being all the members of the Company who at the Circulation Date are entitled to vote, agree to the above resolution

SIGNED:

  
C Dallat  
(holder of 115 Ordinary Shares)

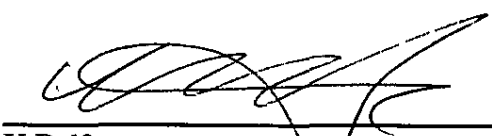
Dated: 18/08/08

  
P Keeley  
(holder of 40 Ordinary Shares)

Dated: 29/8/08

  
D Richardson  
(holder of 40 Ordinary Shares)

Dated: 4/8/08

  
K Balf  
(holder of 115 Ordinary Shares)

Dated:

  
D Ovington  
(holder of 40 Ordinary shares)

Dated:

  
F French  
(holder of 40 Ordinary Shares)

Dated: 18/08/08

  
G Haydon  
(holder of 40 Ordinary Shares)

Dated: 11/8/08

  
D Flack  
(holder of 40 Ordinary Shares)

Dated: 18/8/08

  
M Hall  
(holder of 40 Ordinary Shares)

Dated: 6/8/2008.

  
G Hotham  
(holder of 40 Ordinary Shares)

Dated: 16/8/2008

  
G Kennedy  
(holder of 40 Ordinary shares)

Dated: 15/8/2008

  
W Rogers  
(holder of 115 Ordinary Shares)

Dated: 29/8/08

Total number of shares eligible to vote

Total number of shares required to pass the resolution

#### Notes

- (1) If you agree to all of the above resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
  - (a) by delivering it by hand or by posting it to Vicki Crossland at Wilsons Solicitors LLP, Steynings House Summerlock Approach, Salisbury SP2 7RJ
  - (b) by faxing it to Wilsons Solicitors LLP at 01722 427613 marked for the attention of Vicki Crossland
  - (c) by sending it as an attachment to an email to [vicki.crossland@wilsonslaw.com](mailto:vicki.crossland@wilsonslaw.com)
- (2) A member's agreement to a written resolution, once signified, may not be revoked
- (3) A written resolution is passed when the required majority of eligible members have signified their agreement to it.
- (4) The resolution set out above must be passed before the end of 31<sup>st</sup> August 2008 otherwise they will lapse
- (5) In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- (6) If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

## MEMORANDUM OF CONTRACT

MEMORANDUM of contract made the 11<sup>th</sup> day of September 2008 by the persons named next below ('the Vendor') to sell and Vixen Software Solutions Limited (04335138) whose registered office is at Devonshire House, Mann Way, Borehamwood, Hertfordshire, WD6 1QQ ('the Company') to purchase the total amount of shares in the capital of the Company as specified below ('the Shares') forthwith on passing a special resolution

The Vendor	Amount of shares	Denomination and Class	Consideration
Brian Rogers	5	Ordinary £1.00 shares	£1,312 per share

- 1 The Vendor with full title guarantee agrees to sell the Shares for the Consideration and the Company agrees to purchase the same and to pay such consideration to the Vendor
- 2 The Company undertakes with the Vendor to comply with the Companies Act 1985 in every respect as to its purchase hereby of the shares
- 3 The Vendor as to the Shares -
  - 3 1 warrants to the Company that the beneficial ownership of the Shares is vested absolutely in the Vendor free from all equities, encumbrances, liens or charges and that there are no outstanding notices or orders affecting such shares, and
  - 3 2 will indemnify and keep indemnified the Company against any claim or action (including but without limit any costs of such claim or action) for tax on them (except stamp duty on the sale and purchase hereby) or the loss of any relief from tax as the case maybe and any penalties, damages, additional tax or interest in respect thereof, and
- 4 The Consideration shall be paid by the Company out of distributable profits of the Company
- 5 Completion of the sale and purchase of the Shares shall take place immediately on execution of this agreement at the offices of the Company when the Vendor shall deliver the share certificate to the Company and the Company shall satisfy its obligation to pay the Consideration due in respect of the Shares by payment of the sum of £6,560 to the Vendor by telegraphic transfer
- 6 The Vendor agrees that, on being requested in writing by the Company to do so, it shall, at the Company's expense, immediately execute and sign all such deeds and documents and do all such things as may be reasonably necessary in order to give effect to the terms of this agreement.
- 7 This agreement shall be governed by and construed in accordance with English law and the parties to this agreement irrevocably submit to the non-exclusive jurisdiction of the courts of England and Wales in respect of any claim, dispute or difference arising out of or in connection with this agreement
- 8 This agreement shall remain in effect despite its completion

Signed.

  
**Brian Rogers**

Executed by the Company

Director

Company Secretary

  
and by  
