

No. 04544830

**Where Are You Now? Limited**

**(the "Company")**

**Class Resolution of the "A" Ordinary Shareholders of the Company**

**CLASS RESOLUTION**

That subject to the resolutions appended to this class resolution being unanimously approved by all the members of the Company entitled to vote thereon, we, the undersigned, being holders of all the A Ordinary Shares in the capital of the Company, hereby consent, in accordance with the requirements of section 125(2) of the Companies Act 1985 and pursuant to Article 8 of the articles of association:

1. **That** conditional upon the completion of an acquisition by Esprit Capital Partners of 81,806 shares currently held by Peter David Ward, Jerome Roger Leonard Touze, Michael Robert Lines and Nigel Chambers (the "**Acquisition**"), 81,806 of the authorised and issued A Ordinary Shares of the Company be re-designated as A Preferred Shares of £0.001 each;
2. **That** conditional upon the completion of the Acquisition, the remainder of the A Ordinary Shares in issue be re-designated as Ordinary Shares having the rights set out in the New Articles to be adopted in the written resolution attached; and
3. **That** conditional upon the completion of the Acquisition, 401,000 of the authorised but un-issued A Ordinary Shares in the Company be re-designated into Ordinary Shares of £0.001 each.

.....  
for and on behalf of **Jerome Touze**

Date: 10 November 2006

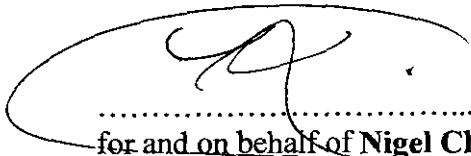
.....  
for and on behalf of **Michael Lines**

Date: 2006

.....  
for and on behalf of **Peter Ward**

Date: 10 November 2006





.....  
for and on behalf of **Nigel Chambers**

Date: 10 November 2006

No. 04544830

**Where Are You Now? Limited**

**(the "Company")**

**Class Resolution of the "A" Ordinary Shareholders of the Company**

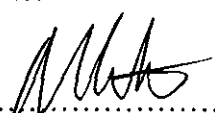
**CLASS RESOLUTION**

That subject to the resolutions appended to this class resolution being unanimously approved by all the members of the Company entitled to vote thereon, we, the undersigned, being holders of all the A Ordinary Shares in the capital of the Company, hereby consent, in accordance with the requirements of section 125(2) of the Companies Act 1985 and pursuant to Article 8 of the articles of association:

1. **That** conditional upon the completion of an acquisition by Esprit Capital Partners of 81,806 shares currently held by Peter David Ward, Jerome Roger Leonard Touze, Michael Robert Lines and Nigel Chambers (the "**Acquisition**"), 81,806 of the authorised and issued A Ordinary Shares of the Company be re-designated as A Preferred Shares of £0.001 each;
2. **That** conditional upon the completion of the Acquisition, the remainder of the A Ordinary Shares in issue be re-designated as Ordinary Shares having the rights set out in the New Articles to be adopted in the written resolution attached; and
3. **That** conditional upon the completion of the Acquisition, 401,000 of the authorised but un-issued A Ordinary Shares in the Company be re-designated into Ordinary Shares of £0.001 each.

.....  
for and on behalf of **Jerome Touze**

Date: 2006

  
.....  
for and on behalf of **Michael Lines**

Date: 10 November 2006

.....  
for and on behalf of **Peter Ward**

Date: 2006

Company No: 04544830

**The Companies Act 1985**

**Company limited by shares**

We hereby certify that this is a true and accurate copy of the original dated this 20 day of November 2006

Signed.....*Osborne Clarke*  
Osborne Clarke  
One London Wall  
London EC2Y 5EB

**Written Resolutions**

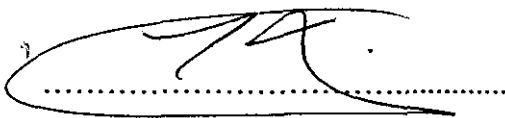
of

**Where Are You Now? Limited (the "Company")**

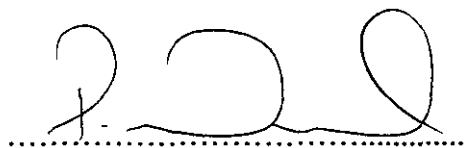
(passed on 10 November 2006)

We, the undersigned, being authorised by all the members of the Company entitled to receive notice of, attend and vote at general meetings, affirm that it is hereby resolved in accordance with the articles of association of the Company to pass the following resolution in writing of which the below resolution would otherwise be required to be passed as an ordinary resolution at an extraordinary general meeting of the Company:

1. **That** conditional upon the completion of an acquisition by Esprit Capital Partners of 81,806 shares currently held by Peter David Ward, Jerome Roger Leonard Touze, Michael Robert Lines and Nigel Chambers (the "Acquisition"), 81,806 of the authorised and issued A Ordinary Shares of the Company be re-designated as A Preferred Shares of £0.001 each;
2. **That** conditional upon the completion of the Acquisition, the remainder of the A Ordinary Shares in issue be re-designated as Ordinary Shares having the rights set out in the New Articles to be adopted pursuant to the Acquisition Agreement; and
3. **That** conditional upon the completion of the Acquisition, 401,000 of the authorised but un-issued A Ordinary Shares in the Company be re-designated into Ordinary Shares of £0.001 each.

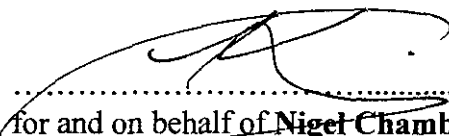


for and on behalf of **Jerome Touze**  
Date: 10 November 2006



for and on behalf of **Peter Ward**  
Date: 10 November 2006

.....  
for and on behalf of **Michael Lines**  
Date: 2006

  
.....  
for and on behalf of **Nigel Chambers**  
Date: 10 November 2006

.....  
Signed for and on behalf of Esprit  
Capital I (GP) Limited, as the **general**  
**partner to Esprit Capital 1 Fund No 1**  
**LP**  
Date: 2006

.....  
Signed for and on behalf of Esprit Capital  
I (GP) Limited, as the **general partner**  
**to Esprit Capital 1 Fund No 2 LP**  
Date: 2006



.....  
for and on behalf of **Michael Lines**  
Date: **10 November** 2006


.....  
for and on behalf of **Nigel Chambers**  
Date: 2006


.....  
Signed for and on behalf of Esprit  
Capital I (GP) Limited, **as the general**  
**partner to Esprit Capital 1 Fund No 1**  
**LP**  
Date: 2006

.....  
Signed for and on behalf of Esprit Capital  
I (GP) Limited, **as the general partner**  
**to Esprit Capital 1 Fund No 2 LP**  
Date: 2006

.....  
for and on behalf of **Michael Lines**  
Date: 2006

.....  
for and on behalf of **Nigel Chambers**  
Date: 2006

  
.....  
Signed for and on behalf of Esprit  
Capital I (GP) Limited, as the **general**  
**partner to Esprit Capital 1 Fund No 1**  
**LP**  
Date: 10 November 2006

  
.....  
Signed for and on behalf of Esprit Capital  
I (GP) Limited, as the **general partner**  
**to Esprit Capital 1 Fund No 2 LP**  
Date: 10 November 2006