

**PRINT OF WRITTEN RESOLUTION**

**THE COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF THE SHAREHOLDERS OF  
ARTEMIS GROUP LIMITED  
(THE "COMPANY")  
COMPANY NUMBER: 05600218**

MONDAY



**PASSED ON: 16 April 2012**

On 16 April 2012 the following resolutions were duly passed as a Written Resolution, pursuant to Chapter 2, Part 13 of the Companies Act 2006 (the "Act"), of all the members of the Company entitled to attend and vote at general meetings of the Company

**SPECIAL RESOLUTIONS**

- 1 THAT, pursuant to sections 641 to 644 inclusive of the Act the 5,000 Preference A Shares held by Kenneth Acott and the 5,000 Preference A Shares held by Patrick Tilley be and are hereby cancelled (the "**Preference A Share Cancellation**"),
- 2 THAT, pursuant to sections 641 to 644 inclusive of the Act the 249,242 Preference B Shares of £1 00 each in the capital of the Company ("**Preference B Shares**") held by Kenneth Acott and the 249,242 Preference B Shares held by Patrick Tilley be and are hereby cancelled (the "**Preference B Shares Cancellation**"),
- 3 THAT, conditional upon the passing of resolution 1 above -
  - 3 1 the cash payments (following the Preference A Share Cancellation) of £500,000 to Kenneth Acott, and £500,000 to Patrick Tilley in accordance with their rights under the Articles, (such payments being repayments of paid-up share capital in excess of the Company's wants as permitted by section 641(4)(b)(ii) of the Act), ("**Preference A Share Cash Payment**"),
  - 3 2 the Preference A Share Cash Payment remain unpaid and outstanding as between the Company and Kenneth Acott and Mr Patrick Tilley, and
  - 3 3 the obligation to pay the Preference A Share Cash Payment be assumed by a third party, namely Kryptos Holdings Limited ("**Kryptos**") as part consideration for the sale of the Company's wholly owned subsidiary Guaranteed Conveyancing Solutions Limited ("**GCSL**"),

be and are hereby approved.
- 4 THAT, conditional upon the passing of resolution 2 above -
  - 4 1 the cash payments (following the Preference B Share Cancellation) of £249,242 to Kenneth Acott and £249,242 to Patrick Tilley, in accordance with their rights under the Articles, (such

payments being repayments of paid-up share capital in excess of the Company's wants as permitted by section 641(4)(b)(ii) of the Act) ("**Preference B Share Cash Payment**");

- 4 2 the Preference B Share Cash Payment remain unpaid and outstanding as between the Company and Kenneth Acott and Mr Patrick Tilley, and
- 4 3 the obligation to pay the Preference B Share Cash Payment be assumed by a third party, namely Kryptos as part consideration for the sale of the Company's wholly owned subsidiary GCSL,

be and are hereby approved

.....  .....

DIRECTOR

DATE. 16 April 2012