

Company no. 06095536

**The Companies Act 2006**

**Private company limited by shares**

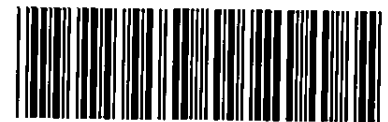
**Written resolutions**

**of**

**Simplify Digital Limited**

9th February 2009 (the "Circulation Date")

THURSDAY



A51 \*AOSZ47WW\* 86  
05/03/2009  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of Simplify Digital Limited (the "**Company**") propose that:

- resolutions 1 and 2 below are passed as ordinary resolutions (the "**Ordinary Resolutions**"); and
- resolution 3 below is passed as a special resolution (the "**Special Resolution**").

**Ordinary Resolutions:**

1. **That** the authorised share capital of the Company be and it is increased from £1,943 to £2,150 by the creation of 207,000 ordinary shares of £0.001 each, ranking equally with the existing ordinary share capital of the Company. 64
2. **That** the directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, or to grant any right to subscribe for or to convert any security into, shares in the Company up to a maximum nominal amount of £2,150 at any time or times during the period from the date of the passing of this resolution up to and including the fifth anniversary of the passing of this resolution on which date this authority shall expire and this authority shall allow the Company to make an offer or agreement before the expiry of the authority which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority. 10

**Special Resolution:**

3. **That** by virtue of section 95(1) of the Companies Act 1985, section 89(1) of the Companies Act 1985 shall not apply to the allotment of shares pursuant to the authority conferred by resolution 2 above. 11

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions and Special Resolution.**

The undersigned, being persons entitled to vote on the resolutions on the Circulation Date (*see Notes 4 and 5*), hereby irrevocably agree to the Ordinary Resolutions and Special Resolution.

Signed: .....

Name: **Madeline Bessborough**

Number of ordinary shares: 25,470

Date: .....

Signed: .....

Name: **Myles Bessborough**

Number of ordinary shares: 5,094

Date: .....

Signed: .....

Name: **Lawrence James Bleach**

Number of ordinary shares: 167,829

Date: .....

Signed: .....

Name: **Paul Dupee**

Number of ordinary shares: 25,470

Date: .....

Signed: .....

Name: **Lionel Giacomotto**

Number of ordinary shares: 15,282

Date: .....

Signed: .....

Name: **Clive Hollick**

Number of ordinary shares: 38,205

Date: .....

Signed: .....

Name: **Michael Langdon**

Number of ordinary shares: 25,470

Date: .....

Signed: .....

Name: **Gabriela Galceran Montal**

Number of ordinary shares: 19,103

Date: .....

Signed: .....

Signed: .....

Name: **Stephen Morgan**

Number of ordinary shares: 10,188

Date: .....

Signed: .....

Name: **Charles Arthur Longfield Ponsonby**

Number of ordinary shares: 850,000

Date: .....

Signed: .....

Name: **Matthew Ponsonby**

Number of ordinary shares: 31,838

Date: .....

Signed: .....

Name: **Dennis Stevenson**

Number of ordinary shares: 19,103

Date: .....

Signed: .....

Name: **David Verey**

Number of ordinary shares: 12,735

Date: .....

.....  
duly authorised signatory  
for and on behalf of  
**Botts & Company Limited**

Name: **Jon Moulton**

Number of ordinary shares: 127,351

Date: .....

Signed: .....

Name: **Chloe Ponsonby**

Number of ordinary shares: 2,547

Date: .....

Signed: .....

Name: **Martin Smith**

Number of ordinary shares: 12,735

Date: .....

Signed: .....

Name: **Roger Taylor**

Number of ordinary shares: 12,735

Date: .....

Number of ordinary shares: 89,145

Date: .....

.....  
duly authorised signatory  
for and on behalf of  
**Knox Investments Limited**

Number of ordinary shares: 38,205

Date: .....

.....  
duly authorised signatory  
for and on behalf of  
**US Trust company NA Trustee – Paul J Collins Recoverable Trust**

Number of ordinary shares: 25,470

Date: .....

## Notes

1. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand (by delivering the signed copy to Osborne Clarke, 2 Temple Back East, Bristol, BS1 6EG marked for the attention of Matt Lewis).
  - By post (by returning the signed copy to Osborne Clarke, 2 Temple Back East, Bristol, BS1 6EG marked for the attention of Matt Lewis).
  - By email (by attaching a scanned copy of the signed document to an email and sending it to [matthew.lewis@osborneclarke.com](mailto:matthew.lewis@osborneclarke.com)). Please enter "Written resolutions circulated on "30<sup>th</sup> January 2009" in the email subject box.
2. **The resolutions will lapse if sufficient votes in favour of them have not been received by the end of the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one).** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against all of the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).

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.

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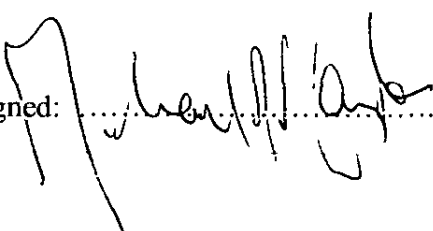
Date: .....

Signed: .....

Name: **Michael Langdon**

Number of ordinary shares: 25,470

Date: 11/02/09

Signed: 

Signed: .....

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Date: .....

Signed: .....

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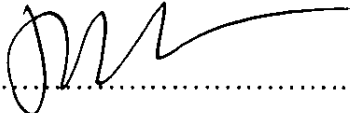
Date: .....

.....  
duly authorised signatory  
for and on behalf of  
**Botts & Company Limited**

Name: **Jon Moulton**

Number of ordinary shares: 127,351

Date: **16/02/09** .....

Signed:  .....

Name: **Chloe Ponsonby**

Number of ordinary shares: 2,547

Date: .....

Signed: .....

Name: **Martin Smith**

Number of ordinary shares: 12,735

Date: .....

Signed: .....

Name: **Roger Taylor**

Number of ordinary shares: 12,735

Date: .....

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Date: .....

Signed:  .....

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Date: 9/2/9. .....

Signed: .....

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Date: .....

Signed:  .....

Name: **Matthew Ponsonby**

Number of ordinary shares: 31,838

Date: 10<sup>th</sup> Feb 2009 .....

Signed: .....

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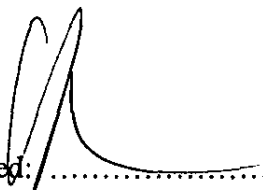
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Name: **Matthew Ponsonby**

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Date: 10 / 2 / 09 .....

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Number of ordinary shares: 12,735

Date: .....

extract from Singly Digital

resolution dated

9 Feb. 2009

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Signed: .....

Name: **Madeline Bessborough**

Number of ordinary shares: 25,470

Date: .....

Signed:  .....

Name: **Myles Bessborough**

Number of ordinary shares: 5,094

Date: 18 February 2009

Signed: .....

Name: **Lawrence James Bleach**

Number of ordinary shares: 167,829

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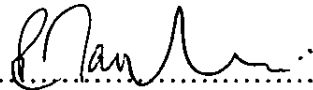
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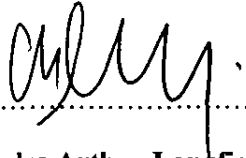
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