

Company number: 06095563

The Companies Act 2006
Private company limited by shares
Written resolutions
of
Simplify Digital Limited (the "Company")

WEDNESDAY



8 December 2009 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions (1) and (2) below are passed as ordinary resolutions of the Company (the "**Ordinary Resolutions**") and resolution (3) is passed as a special resolution of the Company (the "**Special Resolution**"):

Ordinary Resolutions:

1. **That** the authorised share capital of the Company be and it is increased from £2,150 to £2,300 by the creation of an additional 150,000 Ordinary Shares of £0.001 each.
2. **That** the directors be and they are generally and unconditionally authorised pursuant to section 551, Companies Act 2006 to exercise all the powers of the Company to allot relevant securities in the Company up to a maximum nominal amount of £2,300 (including the aggregate nominal value of the issued share capital in the Company from time to time) at any time or times during the period of five years from the date of the passing of this resolution on which date this authority shall expire, provided that the Company may, prior to such expiry make any offer or agreement which would or might require such relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution:

3. **That** pursuant to Section 567, Companies Act 2006, sub-section (1) of Section 561, Companies Act 2006, and sub-sections (1) to (5) inclusive of Section 562, Companies Act 2006 shall be excluded from applying to authority conferred by resolution (2) above.

Important:

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

The undersigned, being the members entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolutions and the Special Resolution.

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Madeleine Bessborough

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Myles Bessborough

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Lawrence Bleach

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Botts Capital Nominees Limited

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Botts & Company Limited

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Paul Dupee

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Lionel Giacomotto

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Clive Hollick

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Knox Investments Limited

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Michael Langdon

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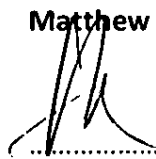
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Matthew Ponsonby

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Dennis Stevenson

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Roger Taylor

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**Signed on behalf of Paul J Collins
Recoverable Trust**

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David Verey

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Madeleine Bessborough

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Myles Bessborough

Bessborough

8/12/09

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Lawrence Bleach

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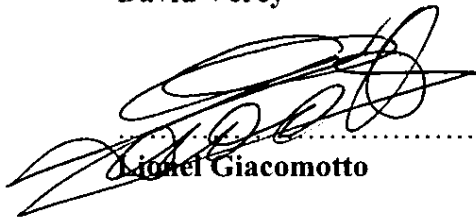
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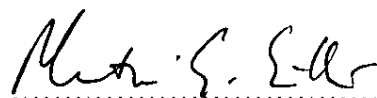
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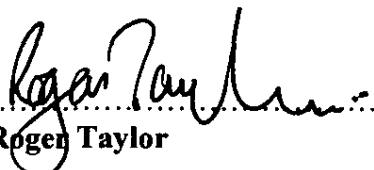
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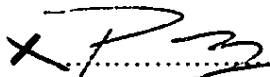
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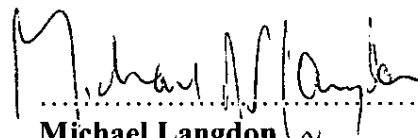
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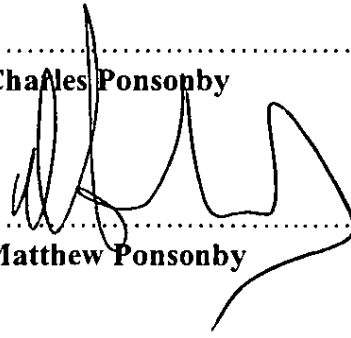
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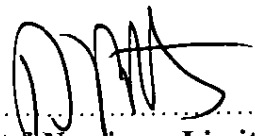
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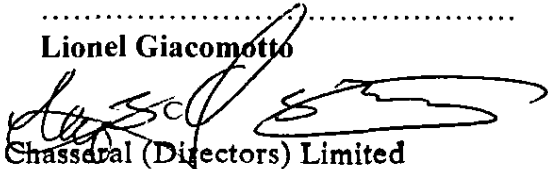
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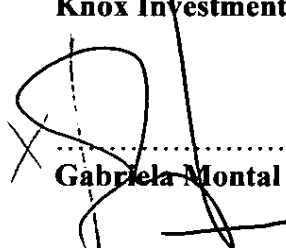
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**Bessemer Trust Company of Florida, as
Trustee of the Paul J. Collins Revocable
Trust DTD 10/00/2001**

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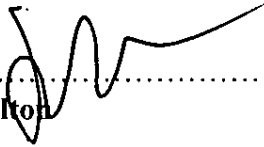
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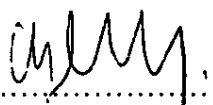
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Notes:

1. If you agree to the Ordinary Resolutions and the Special Resolution, 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 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Sasha Wagner).

By post: (by returning the signed copy 2 Temple Back East, Temple Quay, Bristol BS1 6EG marked for the attention of Simon Jones).

By email: (by attaching a scanned copy of the signed document to an email and sending it to simon.jones@osborneclarke.com). Please enter "Written resolution" in the subject box.
2. **The Ordinary Resolutions and the Special Resolution will lapse if sufficient votes in favour of them have not been received by the date 28 days from the Circulation Date.** 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 the Ordinary Resolution and the Special Resolution.
3. Once you have signified your agreement to the resolution 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).
5. If a member has exercised the right, pursuant to the Company's articles of association and section 145 of the Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of that nominee will be counted by the Company to the exclusion of the member.
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.