

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**AERBUDDIES LIMITED**

(a company registered in England no. 06439351)

**WRITTEN RESOLUTIONS  
OF  
MEMBERS**



Dated: 4 June 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions 1 and 2 be passed as ordinary resolutions and the following resolutions 3 and 4 be passed as special resolutions (together "the Resolutions").

**RECLASSIFICATION OF SHARE CAPITAL**

1. That, 1 authorised unissued share of £1 in the capital of the Company be and hereby is converted into a preference share of £1 each ("the Preference Share") having the rights attaching thereto as set out in the Company's articles of association ("the Articles") as supplemented by the Preference Share rights to be adopted pursuant to resolution 4 below.

**AUTHORITY TO ALLOT PREFERENCE SHARE**

2. That, the directors be and hereby are authorised to allot relevant securities (which expression shall in this resolution be construed in accordance with section 80 of the Companies Act 1985) up to a maximum of £1 in aggregate nominal value (provided that the relevant security to be so allotted shall be the Preference Share), to the intent that this authority shall expire 28 days following the date on which this resolution is passed but may be previously revoked or varied by the company in general meeting and may be renewed by the company in general meeting for a further period not exceeding five years, and the company be and hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired with full power to the directors to allot relevant securities in pursuance of any such offer or agreement.

**DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS**

3. That, upon their recommendation, the directors be and hereby are authorised to allot equity securities (which expression shall in this resolution be construed in accordance with section 94 of the Companies Act 1985) pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Companies Act 1985 did not apply thereto, to the intent that this authority shall expire 28 days following the date on which this resolution is passed but may be previously revoked or varied by the company in general meeting and may be renewed by

the company in general meeting for a further period not exceeding five years, and the company be and hereby is authorised to make any offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after this power has expired with full power to the directors to allot equity securities in pursuance of any such offer or agreement.

#### PREFERENCE SHARE RIGHTS

4. That, the following rights will be attached to the Preference Share to be created pursuant to resolution 1 above and that these rights shall be construed into the Articles:

4.1 Capital

on a return of capital on liquidation, capital reduction or otherwise, in priority to repayment of the Ordinary Shares, the amount paid up on the Preference Share shall be repaid to its holder ("the Preference Share Holder"). The Preference Share Holder shall not be entitled to share in any surplus assets of the Company remaining after the payments of its liabilities;

4.2 Voting

the Preference Share Holder shall not be entitled to vote by virtue of its holding such share, but shall in any event nonetheless be entitled to receive notice of and attend (but not speak) at general meetings of the Company;

4.3 Dividends

the Preference Share Holder shall not by virtue of its holding of the Preference Share, be entitled to share in any profits of the Company which are available for distribution in respect of any financial period; and

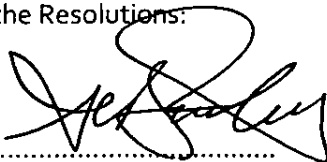
4.4 Conversion

the Company may give written notice at any time, with the prior written consent of the Preference Share Holder, for the Preference Share to be converted into an Ordinary Share.

#### AGREEMENT

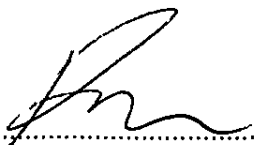
Please read the notes at the end of this document before signifying your agreement to the Resolutions.

The undersigned, persons entitled to vote on the Resolutions on 4 June 2008, hereby irrevocably agree to the Resolutions:



Ian Bailey

Dated: 6<sup>th</sup> JUNE 2008

  
.....  
Robert Morse

Dated: ..... 2008

  
.....  
for and on behalf of  
Aston University

Dated: ..... 2008

**NOTES:**

1. If you wish to agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company at the Company's registered office. Submitting the document by electronic means will be ineffective.
2. If you do not agree to the Resolutions you need not do anything. You will not be deemed to agree if you fail to respond.
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless by 1 July 2008 sufficient agreement has been received for the Resolutions to be passed they will lapse.
5. If you are signing this document on behalf of another person under a power of attorney or other authority, please provide a copy of such power or authority when returning this document.