

Company number 6511479

**THE COMPANIES ACTS 1985 TO 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**AIT PARTICIPATIONS LIMITED**

(the "Company")

Circulated on 4 April 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Resolutions")

**ORDINARY RESOLUTIONS**

- 1 "THAT each of the 1,000 ordinary shares of £1 each in the authorised share capital of the Company be and hereby is subdivided into 100 ordinary shares of £0 01 each, such that the authorised share capital of the Company upon the passing of this resolution shall be £1,000 divided into 100,000 ordinary shares of £0 01 each, of which 10,000 ordinary shares of £0 01 each are in issue "
- 2 "THAT the authorised share capital of the Company, as subdivided pursuant to resolution 1 above, be and hereby is increased from £1,000 divided into 100,000 ordinary shares of £0 01 each to £3,284,000 divided into 328,400,000 ordinary shares of £0 01 each by the creation of 328,300,000 ordinary shares of £0 01 each, such new ordinary shares of £0 01 each to rank *pari passu* with the existing ordinary shares of £0 01 each of the Company "
- 3 "THAT, pursuant to section 80 of the Companies Act 1985 (the "Act"), the directors of the Company be and hereby are authorised generally and unconditionally to allot relevant securities of the Company (as defined in section 80 of the Act) up to an aggregate nominal amount equal to the authorised and unissued share capital of the Company at the date of this resolution (as increased by resolution 2 above), provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors of the Company may allot the relevant securities in pursuance of such offer or agreement, as if the authority conferred hereby had not expired "

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COMPANIES HOUSE

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## **AGREEMENT**

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

The undersigned, being sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions



for and on behalf of  
**FEATURECODE 3 LIMITED**

**Dated:**

## **NOTES**

- 1 If you agree to these Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company
- 2 If you do not agree to these Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 3 Once you have indicated your agreement to these Resolutions, you may not revoke your agreement
- 4 Unless sufficient agreement has been received for these Resolutions to be passed before the end of the period of 28 days beginning on the Circulation Date, they will lapse. If you agree to these Resolutions, please ensure that your agreement reaches us before the end of this period