

**Companies Act 2006****Company number 06825631
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

ART ACCESS AND RESEARCH (UK) LIMITED (the Company)

6 March 2009

1. Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (**the Ordinary Resolution**):

ORDINARY RESOLUTION

That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (Act) to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £5,000 provided that this authority is for a period expiring five years from the date of this resolution but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities, to the extent unused.

2. Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**the Special Resolution**):

SPECIAL RESOLUTION

That subject to the passing of resolution 1 above, the directors be empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by resolution 2 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- a. in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements

or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

- b. otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £5,000

and shall expire five years from the date of this resolution, except that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

AGREEMENT

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

The undersigned, a person entitled to vote on the Ordinary Resolution and on the Special Resolution on 6 March 2009, hereby irrevocably agrees to the Ordinary Resolution and the Special Resolution:

Signed by Nicholas Eastaugh:

Date: 6 March 2009.

NOTES

1. You can choose to agree to the Ordinary Resolution and the Special Resolution or neither of them but you cannot agree to only some of the resolutions. 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:** delivering the signed copy to Christine Reid, Northwood Reid, The Magdalen Centre, Oxford Science Park OX4 4GA, United Kingdom.
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Christine.reid@northwoodreid.com.

If you do not agree to all of the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 30 March 2009 sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. 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.