

Company number: 07864369

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

- of -

ZYNSTRA LIMITED (the "Company")

5 July 2012 (the "Circulation Date")

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

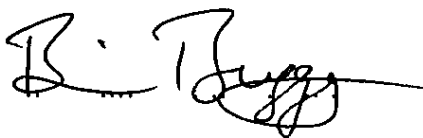
- 1 That the directors be empowered, solely for the purpose of allotting shares in relation to the Zynstra Limited EMI Share Option Scheme, pursuant to article 3.2 of the Company's articles of association to allot equity securities up to a maximum aggregate nominal amount of £150 as if the rights of pre-emption (however expressed) contained in the articles of association of the company did not apply to any such allotment (the expression "equity securities" and references to the allotment of "equity securities" having the same respective meanings in this resolution as in section 560 of the Act), provided that the authority granted by this resolution shall cease to have effect if the directors cease to be entitled to exercise the powers given by section 550 of the Act

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the special resolution (together the "Resolution")

The undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed



Name

Brian Buggy

Signed



Name

David Ettle

Signed



Name

Nicholas East

THURSDAY



A05 29/11/2012 #349
COMPANIES HOUSE

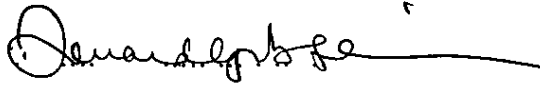
Signed



Name

Jonathan Craton

Signed



Name

Donald Gibson

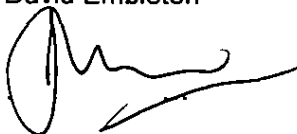
Signed



Name

David Embleton

Signed



Name

Jim McKenna

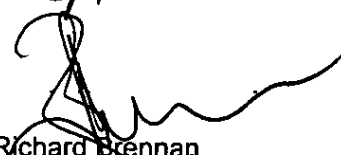
Signed



Name

Chris Malls

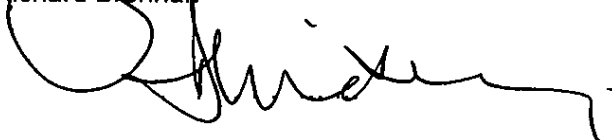
Signed



Name

Richard Brennan

Signed



Name

David Lindsay

Signed



Name

Chris Kelly

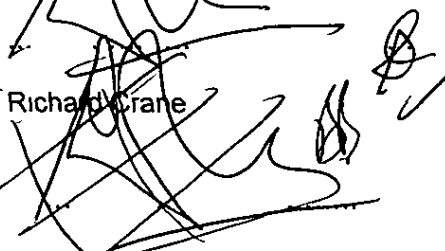
Signed



Name

Tom Wan

Signed



Name

Richard Crane

Signed

On behalf of True Pearl Limited Parminder Singh

Name

Signed



Name

Guy Dubois

Signed

Name

On behalf of InsightSoftware International Mike O'Connell

NOTES

- 1 If you agree to the 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

- (a) **by hand** delivering the signed copy to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW, or
- (b) **by post** returning the signed copy by post to Grant Wellcome at Taylor Wessing LLP, 5 New Street Square, London EC4A 3TW

The Company cannot accept agreements to the Resolution which are sent by fax, email or another electronic means

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the circulation date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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