

Company No: SC293432

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS  
of  
2I LIMITED  
("the Company")

WEDNESDAY



\*S1366NTO\*  
SCT 29/09/2010 475  
COMPANIES HOUSE

Circulation Date: 14 SEPTEMBER 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the resolution below be passed as a special resolution (the "Special Resolution") by the members of the Company (with the exception of John Porteous to the extent he has an interest in the acquisition and is therefore not regarded as a member for the purposes of this vote):

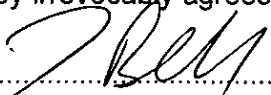
**SPECIAL RESOLUTION**

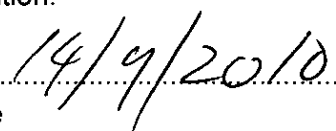
"That the acquisition by the Company out of distributable profits of 2,500 C ordinary shares of £1 each registered in the name of John Porteous in terms of an agreement proposed to be entered into between John Porteous and the Company ("the Agreement") (a copy of which is attached to this resolution and a copy of which has been supplied to each member of the Company), be for the purposes of section 694 of the Companies Act 2006 (as amended), and is hereby, approved and the Company is authorised to enter into the Agreement"

**AGREEMENT**

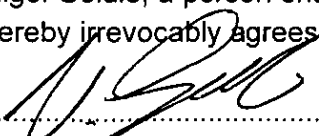
Please read the notes at the end of this document before signifying your agreement to the Special Resolution.

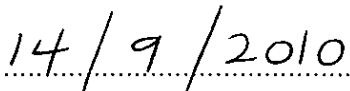
Ian Robert Bell, a person entitled to vote on the above resolution on hereby irrevocably agrees to the Special Resolution:

  
.....  
Ian Robert Bell

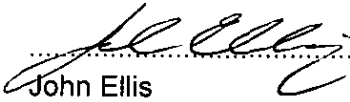
  
.....  
Date

Nigel Goldie, a person entitled to vote on the above resolution on hereby irrevocably agrees to the Special Resolution:

  
.....  
Nigel Goldie

  
.....  
Date

John Ellis, a person entitled to vote on the above resolution on hereby irrevocably agrees to the Special Resolution:

  
.....  
John Ellis

14/9/2010  
.....  
Date

## NOTES

1. If you agree to 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: delivering the signed copy to Isla Henderson, Anderson Strathern LLP, 1 Rutland Court, Edinburgh, EH3 8EY
- Post: returning the signed copy by post to Isla Henderson, Anderson Strathern LLP, 1 Rutland Court, Edinburgh, EH3 8EY.

If you do not agree to the Special 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 Special Resolution, you may not revoke your agreement.

3. Unless, by twenty eight days after the date of this agreement, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolution, please ensure that indicate your agreement and notify us as soon as possible.

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.