

**THE COMPANIES ACT 2006**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS**

**of**

**INGENIOUS MEDIA PLC (THE "COMPANY")**

(pursuant to section 288 of the Companies Act 2006)

(Passed 2 April 2008)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- Resolutions 1 and 2 below are passed as special resolutions of the Company, and
- Resolution 3 below is passed as an ordinary resolution of the Company

**SPECIAL RESOLUTIONS**

- 1 The Company be re-registered as a private company and accordingly the Company's Memorandum of Association be altered with effect from the issue of a certificate of incorporation appropriate to a private company by deleting clause 2 in the Memorandum and renumbering clauses 3 to 6 accordingly
- 2 New Articles of Association in the form annexed hereto be and are hereby adopted in substitution for, and to the exclusion of, the existing Articles of Association of the Company

**ORDINARY RESOLUTION**

- 3 Each of the 50,000 A Shares of £1 00 each now registered in the name of Patrick McKenna be and is hereby sub-divided and re-designated as 1 A1 Shares of £0 90, 1 A2 Share of £0 05 and 1 A3 Shares of £0 05, having the rights and restrictions set out in the New Articles of Association adopted pursuant to Resolution 2

**AGREEMENT**

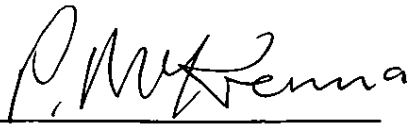
Please read the notes at the end of this document before signifying your agreement to the Special Resolutions and the Ordinary Resolution

The undersigned, being all the members of the Company as at 2 April 2008 hereby irrevocably agree to the Special Resolutions and the Ordinary Resolution being passed unanimously



**Patrick McKenna**

Signature

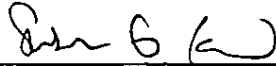


Date

2 April 2008

**Ingenious Nominees Limited**

Signature



Date

2 April 2008

**Barry Nominees Limited**

Signature



Date

- 1 APR 2008

#### **NOTES**

*You can choose either to agree to all the Resolutions or to none of them, but you cannot agree to some Resolutions only. If you agree to all the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at its registered office, marked for the attention of the Company Secretary.*

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

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

*Unless, by 1 April 2008, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to all the Resolutions, please ensure that your agreement reaches us before or during this date.*