

**Company No. 5069439**

**THE COMPANIES ACT 2006**  
**PUBLIC LIMITED COMPANY**  
**RESOLUTIONS**  
**OF ParOS PLC**  
**(passed on 23 November 2010)**

The following ordinary resolutions were passed at the Annual General Meeting of the Company duly convened and held at the offices of Crowe Clark Whitehill LLP, Arkwright House, Parsonage Gardens, Manchester M3 2HP at 11.00 a.m.

**Ordinary Business**

- Resolution 1: To receive and adopt the Financial Statements of the Company for the year ended 31 December 2009 together with the Reports of the Directors and Auditors thereon.
- Resolution 2: To re-elect P McHugh as a Director in accordance with the Company's Articles of Association.
- Resolution 3: To re-elect J King as a Director in accordance with the Company's Articles of Association.
- Resolution 4: To re-appoint Crowe Clark Whitehill LLP as auditors of the Company and to authorise the Directors to determine their remuneration.
- Resolution 5: That, in substitution for any existing and unexercised authorities, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares up to the aggregate nominal value of £157,650 being one-third of the aggregate nominal value of the issued share capital with the authorities conferred by this resolution to expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting), provided that the Company may before such expiry make an offer or agreement which would or might require it to allot shares or to grant rights to subscribers for or to convert any such security into shares to be allotted after such expiry and the Directors may allot shares or to grant rights to subscribers for or to convert any security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired.

**Special Business**

Resolution 6: That, in substitution for any existing and unexercised authorities, the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities wholly for cash pursuant to the authority conferred by resolution 5 above to any person or persons up to an aggregate nominal amount of £47,295 being 10% of the aggregate nominal value of the issued share capital; and the authorities conferred by this resolution shall expire at the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company), save 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 securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired and that all previous authorities under section 570 of the Act be and they are hereby revoked (and in this resolution the expression “equity securities” and references to the allotment of equity securities” shall bear the same respective meaning as in section 570 of the Act).



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P McHugh - Chairman

Registered Office:  
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