

Company Number: 3428888

THURSDAY



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COMPANIES HOUSE

**PRINT OF SPECIAL AND ORDINARY RESOLUTIONS**

Of

**EARTHPORT PLC**

(the "Company")

(Passed 24 March 2010)

At the General Meeting of the Company duly convened and held at the offices of Bird & Bird LLP, 15 Fetter Lane, London, EC4A 1JP on 24 March 2010 at 11 a m , Resolution 1 was passed as an Ordinary Resolution and Resolutions 2 and 3 were passed as Special Resolutions of the Company

**1 Directors' general power to allot relevant securities – Ordinary Resolution**

THAT in substitution for all authorities in existence immediately prior to this resolution being passed, the directors of the Company (the "Directors") be and are hereby generally and unconditionally authorised to exercise all powers of the Company, pursuant to Section 551 of the Companies Act 2006 (the "Act"), to allot equity securities (within the meaning of Section 560 of the Act) up to an aggregate nominal amount of £8,473,233, such authority to be limited to

- (a) the issue of the Conversion Shares (as such term is defined in the circular to shareholders dated 23 February 2010 (the "Circular")),
- (b) the issue of Ordinary Shares (as defined in the Circular) on the exercise of the subscription rights attaching to the Warrants (as such term is defined in the Circular),
- (c) the allotment of equity securities (otherwise than pursuant to subparagraphs (a) and (b) above) up to an aggregate nominal amount of £1,514,645 which represents 15% of the nominal value of the current issued ordinary share capital of the Company

provided that this authority shall expire at the conclusion of the next Annual General Meeting after the passing of this resolution 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

2 ***Disapplication of pre-emption rights - Special Resolution***

THAT, subject to the passing of resolution 1 above, the Directors be empowered pursuant to Section 570 and Section 571 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred on them pursuant to resolution 1 above as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to

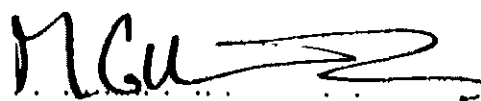
- (a) the allotment of equity securities pursuant to the authorities granted under paragraphs (a) and (b) of resolution 1 above,
- (b) the allotment of equity securities in connection with an open offer or otherwise in favour of ordinary shareholders in proportion (as nearly as possible) to the respective number of shares held, or deemed to be held, by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory, and
- (c) the allotment of equity securities (otherwise than pursuant to subparagraphs 2 (a) and (b) above) up to an aggregate nominal amount of £1,009,763 which represents 10% of the nominal value of the current issued ordinary share capital of the Company

3 ***Adoption of new Articles of Association – Special Resolution***

THAT

- (a) the existing articles of association of the Company be amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of section 28 of the Act are to be treated as provisions of the Company's articles of association, and
- (b) articles of association of the Company in the form of the draft produced to the meeting and, for the purposes of identification, signed by the Chairman of the Meeting, be approved and adopted as the new articles of association of the Company to the exclusion of the existing articles of association

SIGNED:



CHAIRMAN