

10.11 If within 36 months of the date of this agreement AV is removed by the Shareholders or Directors as a director of the Company under clause 7.5 above or otherwise then AH shall be obliged, if requested by the majority of the directors, to be deemed to have given an irrevocable transfer notice to the Company on terms that he offers to sell all his Shares to the Company at the price of £1 and in so far as the requirements of Companies Act 1985 can be satisfied the Shareholders shall procure that all RAN's Shares comprised in such deemed transfer notice are purchased by the Company at the price of £1 out of the distributable profits of the Company.

- s. Amend Clause 12 to remove all current clauses and insert 12.1 to simply state "All shareholders and directors to use reasonable endeavours to promote the services of the Company."
- t. Amend Clause 13 to remove all current clauses and insert 13.1 to simply state "All Infrastructure and HR and legal services will be decided by a majority of the board of Directors."
- u. Amend Clause 14.1 to only be the first sentence and delete the rest of the clause wording.
- v. Amend 14.4 to say "The company shall produce annually audited accounts" and delete 14.5 to 14.7
- w. Amend 16.1 to remove all references to STA, employees of STA, affiliates of STA, associate companies of STA - or similar.
- x. Remove clause 17.2 and 17.3
- y. Amend clause 20 to change "facsimile" to "email" in all instances.
- z. Clause 23 – amend to "The terms of this agreement shall remain in full force and effect until terminated by the majority of Directors," and remove all other references to MAT (replacing with "MC" For Matthew Cheung) and STA AND RAN (Where in this instance RAN refers to Ranvir Singh)

23. The Shareholders, Directors and Auditor agree subject to the above amendment to adopt the Shareholders agreement, as amended in 2010 and as amended by the above amendments under 19 (a – z), with immediate effect upon transfer of the shares from SHL to the Company.

*The Directors in signing below sign on behalf of the Company and any Power of Attorney as granted to them as individuals or together as the company such as has been provided by SHL or otherwise in order to authorise, approve and pass the resolutions herein.*

Signed by The Directors:

Signed ..... PRINTED.....

ADAM VOCE

Signed ..... PRINTED *AUBREY HAYWARD* .....

AUBREY HAYWARD

Signed ..... PRINTED.....

GEORGE BUSFIELD

Signed ..... PRINTED.....

ADAM LINTON