

INTELLEGO HOLDINGS PLC

At an Extraordinary General Meeting of the Company held at 10am on 4 January 2012 at 55 St James' Street, London SW1A 1LQ the following resolutions were passed.

Resolutions 1 and 2 as ordinary resolutions of the Company and resolutions 3 and 4 as special resolutions of the Company:

Ordinary resolution – increase in authorised share capital

1. The authorised share capital of the Company was increased from £2,000,000 to £3,250,000 by the creation of 2,500,000 new ordinary shares of 0.05 pence each having the rights set out in the Articles of Association of the Company ranking pari passu in all respects with the existing ordinary shares.

Ordinary resolution - power to allot securities

2. The Directors were generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount equal to the authorised but unissued share capital of the Company (including in respect of any options to subscribe for ordinary shares granted by the Company) provided that this authority shall, unless renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the Company's next Annual General Meeting but the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all earlier authorities conferred upon the directors pursuant to section 80 of the Companies Act 1985 and section 551 of the Act but without prejudice to the allotment of any shares already made or to be made pursuant to such authorities.

Special resolution - disapplication of pre-emption rights

3. The Directors are empowered pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 2 as if Section 561 of the Act did not apply to any such allotment PROVIDED THAT such power be limited to a maximum nominal amount equal to the authorised but unissued share capital of the Company and shall expire on the conclusion of the next Annual General Meeting of the Company 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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Notwithstanding section 560(2)(b) of the Act, this power applies in relation to an allotment of shares pursuant to a right to subscribe for, or to convert any securities into, ordinary shares in the Company as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 2" were omitted.

Special resolution – change of name

4. The name of the Company was changed to Digital Learning Marketplace plc