

**TRI CAPITAL LIMITED – GENERAL POWER OF ATTORNEY**

I, \_\_\_\_\_ (*insert full name of grantor, then initial*)

of \_\_\_\_\_ (*insert address of grantor, then initial*)

CONSIDERING THAT (ONE) I am of sufficient means to meet the criteria for either a "Certified High Net Worth Individual", "Certified Sophisticated Investor" or a "Self-Certified Sophisticated Investor" as defined in The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) and (TWO) I wish to make various "business angel" investments and reinvestments from time to time in various companies (including but not limited to early stage technology companies) ("my Investments") and (THREE) I wish to appoint an attorney in respect of my Investments, **DO HEREBY APPOINT STUART RICHARDSON, ROBERT IAN DICK, ALEXANDER GAVIN MARK STEVENSON, PATRICK JOSEPH SCOTT PLUMMER, and JOHN MURRAY WALKER BURGON (all directors of TRI Capital Limited, a company registered in Scotland under registration number SC275932 and having its registered office at St Dunstons House, High Street, Melrose, Roxburghshire TD6 9RU, at the date of my signing of these presents)**; and each of them alone and the survivor of them to be my attorneys from the date hereof (each of them separately and the survivor being hereinafter referred to as "my Attorney") with full power and authority in their absolute discretion in my name and on my behalf to consider, negotiate, vary, agree, and execute any document (including but not limited to any articles of association), share application form, resolution, board minute, disclosure letter, deed, agreement (including but not limited to any heads of agreement and investment agreement) relating to my Investments, or do anything ancillary thereto, on such terms as I may direct, including without limitation:

- (i) to consider, negotiate, vary, agree, and execute any investment agreements involving syndicated investments with other members of TRI Capital Limited;
- (ii) to acknowledge and accept in writing the terms of any disclosure letter, business plan or accounts (or anything ancillary thereto) in relation to any investment agreements;
- (iii) to attend and vote at all meetings (including but not limited to extraordinary general meetings, annual general meetings and investors meetings), agree, grant and execute, retrospectively if appropriate, any consents, variations, agreements, waivers, resolutions, written resolutions, forms of proxy, consents to short notice of any meetings, requisitions, notices, waiver of claims or waiver of pre-emption rights that may be required and/or may be necessary under the terms of any investment agreements which I am a party of, and/or the articles of association of any company that I am a shareholder of, and which I may competently do as a shareholder and/or as a party to the relevant investment agreement(s); and
- (iv) submit any share certificate for cancellation subject to the issue of a balancing certificate.

And I HEREBY UNDERTAKE to ratify, allow and confirm all or whatsoever my Attorney shall do or purport to do or cause to be done in my name or on my behalf pursuant to this Power of Attorney; and all acts, deeds, documents, agreements and things done, executed or granted by my Attorney pursuant to this Power of Attorney shall be valid and binding as if done, executed or granted by me; and my Attorney shall incur no responsibility in respect of the acts and management of my Attorney or any omission or error attributable to my Attorney, except by virtue of my Attorney's negligence or fraud.

**This Power of Attorney is revocable but shall remain in full force and effect from the date of my signing of these presents until 30 June 2012 or, if earlier, until written intimation of revocation by me has been delivered to my Attorney.**

This Power of Attorney shall be governed by and construed in accordance with the Law of Scotland and I hereby prorogate the non-exclusive jurisdiction of the Scottish Courts and agree that service of any proceedings pursuant to this Power of Attorney may be served on me at the address specified above or such other address as I may intimate in writing to my Attorney:

IN WITNESS WHEREOF these presents consisting of this page and the preceding page only are executed as follows:

They are subscribed by

\_\_\_\_\_ (print full name of grantor)

at \_\_\_\_\_ (insert place of execution)

on \_\_\_\_\_ (insert date of execution)

Before this witness:-

\_\_\_\_\_ Witness (signature)

\_\_\_\_\_ Full Name of Witness \_\_\_\_\_  
(print)

**SIGNATURE OF GRANTOR**

\_\_\_\_\_ Address of Witness (print)

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