

Registered No: 01322002

**THE COMPANIES ACT 1985 (AS AMENDED)**

**COMPANY LIMITED BY SHARES**

**NOTICE OF PASSING OF WRITTEN RESOLUTIONS**

**OF**

**OISE LIMITED**

(Passed on 21 JUN 2005)

Notice is hereby given that, by a written resolution signed by being all the members who at the date of this resolution were entitled to attend and vote at a general meeting of the Company, the following resolutions were duly passed.

**RESOLUTIONS**

1. THAT the Company be re-registered as a public company in accordance with the provisions of Section 43, Companies Act 1985;
2. THAT the name of the Company be changed to "OISE plc";
3. THAT the Memorandum of Association of the Company be altered by
  - 3.1 deleting clause 1 and inserting in substitution for it:

"1. The name of the company is OISE plc";
  - 3.2 inserting as new clause 2:

"2. The company is to be a public company"; and

re-numbering the present clauses 2 to 5 as clauses 3 to 6 respectively
  - 3.3 following re-numbering pursuant to paragraph 3.3.2, above, renumbering of Clauses 4.(a) to (s) as Clauses 4.(b) to (t) and the adoption of new Clauses 4.(a), 4.(u), 4.(2) and the amendment of Clause 4.(o), 6. and Footnote 1 namely:

"(a) To carry on any business as a general commercial company."

"(o) To remunerate any person, firm or company for services rendered or to be rendered or for placing or assisting to place any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business, either by cash payment or the allotment to him or them of shares or



other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient."

"(u) To give, whether directly or indirectly, such financial assistance (as defined in Section 152(1)(a) of the Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act as is permitted under Chapter VI of the Act."

"(2) In this clause, the expression the "Act" shall mean the Companies Act 1985, but so that any reference to this clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force."

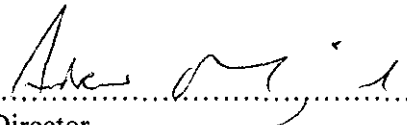
"6. The Company's share capital is £2,500,000 divided into 50,000,000 ordinary shares of 5p each.<sup>1</sup>"

"Footnote 1

By resolution dated 19 December 2003, the authorised share capital of the Company was increased from £100 to £250,000.

By resolution dated 26 May 2005, the authorised share capital of the Company was increased from £250,000 to £2,500,000."

4. THAT the regulations contained in the printed document attached to this resolution headed 'Articles of Association' be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing articles of association of the Company with immediate effect.
5. THAT the Directors be and are hereby empowered, pursuant to Section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 3 passed at an EGM dated 26 May 2005 as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities in connection with the option agreement proposed to be entered into between The Partners of the Christopher Winston Smith Partnership, Christopher Smith and the Company within one month of the draft of the resolution.

  
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Director

Presenter's name, address and reference  
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