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COMPANIES HOUSE

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COMPANIES HOUSE

Company no. 1545298

The Companies Act 2006**Public company limited by shares****Written resolutions****of****Strategix Software plc**

14 October 2011 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the members of Strategix Software plc (the "**Company**") propose that:

- resolutions 1, 2, 3, 4 and 5 below are passed as special resolutions (the "**Special Resolutions**")

Special Resolution:

		For	Against
1	<p>That the following draft article set out below be and is adopted by the Company as a new article 4(c) of its existing articles of association</p> <p><i>"Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register any transfer of any share, whether or not it is a fully paid share:</i></p> <p><i>(a) to any bank or financial institution to which any such share has been charged by a member by way of security, or to any nominee of such a bank or financial institution (a "Secured Institution"), or</i></p> <p><i>(b) delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or</i></p> <p><i>(c) executed by a Secured Institution pursuant to the power of sale or other powers conferred by or pursuant to such security or by law,</i></p> <p><i>and no transferor or proposed transferor of any share to a Secured Institution, and no Secured Institution, shall be required to offer any share that is the subject of any such transfer to the members for the time being of the Company or to any of them, and no member shall have any right to require any such share to be transferred to it, whether for consideration or not "</i></p>		
2	<p>That: the following draft article set out below be and is adopted by the Company as a new article 4(d) of its existing articles of association</p> <p><i>"The company has a lien over every partly paid share registered in the name of any person (whether he is the sole registered holder or one of two or more joint holders) for all moneys payable by him or his</i></p>		

	estate (and whether payable by him alone or jointly with any other person) to the company (whether presently payable or not) "		
3	<p>That the following draft article set out below be and is adopted by the Company as a new article 12 of its existing articles of association</p> <p><i>"The following regulations of Table A shall not apply to the Company 8, 40, 41, 50, 53, 54, 64, 65 to 69 (inclusive), 73 to 78 (inclusive), 80,84,87 89 and 93 to 98 (inclusive) In addition to the remaining regulations of Table A as varied hereby, the following shall be the regulations of the Company "</i></p>		
4	That the articles of association of the Company be amended by deleting to the fullest extent permitted by law all of the provisions of the Company's memorandum of association which, by virtue of Section 28, Companies Act 2006, are to be treated as provisions of the Company's articles of association		
5	That any limit on the maximum amount of shares that may be allotted by the Company which is imposed by the amount of the Company's authorised share capital that was in force immediately before 1 October 2009 be revoked		

Important:

Please read the notes at the end of this document before signifying your agreement to any of the resolutions set out above.

I, the undersigned, being a person entitled to vote on the above resolutions on the Circulation Date (see Notes 4 and 5), hereby irrevocably vote as indicated above (see Note 3)

duly authorised signatory
for and on behalf of
TIS Software Limited

Date

14/10/11

duly authorised signatory
for and on behalf of
TIS Software (EBT) Limited

Date

14/10/11

Notes

- 1 If you wish to vote in favour of a resolution please put an "X" in the box marked "For" next to that resolution. If you wish to vote against a resolution please either put an "X" in the box marked "Against" next to that resolution or leave both boxes next to that resolution blank. Unless you wish to vote against/abstain in respect of all of the resolutions (in which case you do not need to do anything in respect of this document), please indicate your voting intentions and then sign and date this document where indicated above and return it to the Company (together with any power of attorney or other authority referred to in Note [6] below) using one of the following methods
 - By hand (by delivering the signed document to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Vicky Hill)
 - By post (by delivering the signed document to Osborne Clarke, Apex Plaza, Forbury Road, Reading RG1 1AX marked for the attention of Vicky Hill)
 - By email (by attaching a scanned copy of the signed document to an email and sending it to vicky.hill@osborneclarke.com). In the subject box of the email, please enter "Written resolutions circulated on 14th Oct 2011 [circulation date]"]
- 2 **A resolution will lapse if sufficient votes in favour of it have not been received by the end of [14] [the date which is 28 days after the Circulation Date (the Circulation Date being counted as day one)].** Unless you do not wish to vote on any of the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then or if you return this document to the Company without indicating any voting intentions you will be deemed to have voted against all of the resolutions.
- 3 Once you have indicated your agreement to a resolution such agreement cannot be revoked.
- 4 In the case of joint holders, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
- 5 If a member has exercised the right, pursuant to the Company's articles of association and section 145 Companies Act 2006 to nominate another person to exercise a right to vote on a written resolution, then the vote of the nominee will be counted by the Company to the exclusion of the member.
- 6 If you are signing this document on behalf of a member under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

Articles of Association

of

Strategix Software plc

Company number 1545298

(Public company limited by shares)

Osborne Clarke

Apex Plaza
Forbury Road
Reading
Berkshire
RG1 1AX

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The Companies Act 2006

Private company limited by shares

Articles of Association

of

Strategix Software plc

(adopted by Special Resolution passed on 25 August 1989)

It is agreed as follows

1 Preliminary

- 1 1 Subject as hereinafter provided and except insofar as the same are excluded or modified by these Articles, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company and, together with these Articles, shall constitute the Articles of the Company, to the exclusion of all other regulations and articles
- 1 2 The following regulations of Table A shall not apply to the Company 8, 40, 41, 50, 53, 54, 64, 65 to 69 (inclusive), 73 to 78 (inclusive), 80,84,87 89 and 93 to 98 (inclusive) In addition to the remaining regulations of Table A as varied hereby, the following shall be the regulations of the Company

2 Interpretation

Unless the context otherwise requires, words and expressions which bear particular meaning in Table A shall bear the same respective meanings in these Articles

3 Transfer of Shares

Subject as provided in the next following Articles, the directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share Regulation 24 of Table A shall not apply

4

- (a) For the purposes of this Article the expression "the Holding Company" means the body corporate (if any), being a member of the Company, which is within the meaning of section 736 of the Act a holding company of the Company, and a copy of any resolution of the board of directors (or equivalent body) of the Holding Company certified by any director or the secretary (or equivalent officer) of the Holding Company and deposited at the office or delivered at a meeting of the directors to the chairman or to the secretary or to any director shall be sufficient evidence of the passing thereof
- (b) The Holding Company may by resolution of its board of directors (or equivalent body) declare that any share of the Company is held by the registered holder thereof as the nominees of the Holding Company (or in the case of a share registered in the name of a deceased or bankrupt holder was so held at the time of his death or bankruptcy) and name some other person as authorised by the Holding Company to sign transfers in

the place of the holder or the deceased or bankrupt holder and the directors shall be entitled and bound to give effect to any instrument of transfer in all respects as if the instrument were signed by the registered holder or by his personal representatives or trustee in bankruptcy and notwithstanding that it may not be accompanied by the certificate for that share

- (c) Notwithstanding anything to the contrary contained in these Articles, the directors shall not decline to register any transfer of any share, whether or not it is a fully paid share

(a) to any bank or financial institution to which any such share has been charged by a member by way of security, or to any nominee of such a bank or financial institution (a "Secured Institution"), or

(b) delivered to the Company for registration by a Secured Institution in order to perfect its security over any such share, or

(c) executed by a Secured Institution pursuant to the power of sale or other powers conferred by or pursuant to such security or by law,

and no transferor or proposed transferor of any share to a Secured Institution, and no Secured Institution, shall be required to offer any share that is the subject of any such transfer to the members for the time being of the Company or to any of them, and no member shall have any right to require any such share to be transferred to it, whether for consideration or not

- (d) The company has a lien over every partly paid share registered in the name of any person (whether he is the sole registered holder or one of two or more joint holders) for all moneys payable by him or his estate (and whether payable by him alone or jointly with any other person) to the company (whether presently payable or not)

5 Transmission of Shares

The directors may at any time give notice requiring any person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect to be registered as holder of the share and if the notice is not complied with within ninety days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been satisfied Regulation 31 of Table A shall be modified accordingly

6 Notice of General Meeting

Regulation 38 of Table A shall apply subject to the omission of the words "or a resolution appointing a person as a director", the addition of the words "in the case of special business" before the words "the general nature" in the penultimate paragraph thereof and the deletion of the last paragraph thereof Subject to the provisions of these Articles and to any restrictions imposed on the shares, the notice shall be given to all members and to the directors

7 Proceedings at General Meetings

Regulation 41 of Table A shall apply subject to the addition of the following sentence

"If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved "

- 8 Regulation 53 of Table A shall apply subject to the addition of the words "or approved in writing" after the word "executed" in each place that it occurs in the said Regulation

9 **Votes of Members**

Regulation 56 of Table A shall apply subject to the addition, after the word "exercised" in the second sentence of the said Regulation, of the following words

"or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting"

- 10 Regulation 62 of Table A shall apply subject to the following additions

- (a) the addition, after the word "vote" in paragraph (a) of the said Regulation, of the words "or be delivered at any time before the time appointed for the holding of such meeting or adjourned meeting to any director or to the secretary at the place appointed for the holding of such meeting or adjourned meeting", and
- (b) the addition, after the words "taking of the poll" in paragraph (b) of the said Regulation and after the word "director" in paragraph (c) of the said Regulation, of the words "or be delivered at any time before the time appointed for the taking of the poll to any director or to the secretary at the place appointed for the taking of the poll"

11 **Alternate Director**

At the end of Regulation 66 of Table A there shall be added the following

"nor shall any meeting of directors be invalid by reason that notice thereof or of any business to be transacted thereat was not given to any alternate director if his appointer attends such meeting"

12 **Powers of Directors**

The directors may, by powers of attorney or otherwise, appoint any person to the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under the Articles) and upon such conditions as they may think fit, and may also authorise any such agent to delegate all or any of the powers, authorities and discretions vested in or exercisable by him. The directors may revoke or alter any such appointment but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it. Regulation 71 of Table A shall not apply

13 **Delegation of Directors' Powers**

Regulation 72 of Table A shall apply subject to the insertion of the words "powers, authorities and discretions" in place of the word "powers" wherever it occurs in the said Regulation and the addition of at the end of the third sentence of the said Regulation of the words "but no person dealing in good faith and without notice of any such revocation or alteration shall be affected by it"

14 **Appointment, Disqualification and Removal of Directors**

The holder or holders for the time being of a majority in nominal value of the shares of the Company carrying the right to attend and vote at general meetings of the Company may at any time by notice in writing signed by him or them or, in the case of a corporate holder, by one of its directors on its behalf and deposited at the office or delivered at a meeting of the directors or at a general meeting of the Company to the chairman (unless such notice relates to the chairman) or to the secretary or to any director to whom the notice does not relate appoint any person to be a director either to fill a vacancy or as an additional director and by like notice

remove any director from office notwithstanding anything in the Articles or in any agreement between the director and the Company

- 15 Without prejudice to the powers conferred by the last precedent Article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director

- 16 No director shall be required to retire or vacate his office nor shall any person be ineligible for appointment as a director by reason of his having attained any particular age

- 17 The director shall not be liable to retirement by rotation Regulations 73 to 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded

- 18 The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to the Articles Regulation 81 of Table A shall be modified accordingly

19 **Remuneration of Directors**

The ordinary remuneration of the directors shall be such amount as the directors shall from time to time determine or such other amount as the Company may from time to time by ordinary resolution determine, to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally Subject as aforesaid, a director holding office or part only of a year shall be entitled to a proportionate part of a full year's remuneration Regulation 82 of Table A shall not apply

20 **Directors' Appointments and Interests**

The penultimate sentence of Regulation 84 of Table A shall not apply

21 **Proceedings of Directors**

Regulation 93 of Table A shall apply to the Company subject to the addition of the words "or approved in writing" after the word "signed" wherever it occurs in the said Regulation

- 22 Provided that (so far as applicable) he has complied with the provisions of Regulation 85 of Table A and section 317 of the Act, a director shall be entitled to vote on any resolution in respect of any contract or proposed contract (within the meaning of the said section 317) in which he has, director or indirectly, an interest or duty and shall be counted in the quorum present at a meeting in relation to any such resolution Regulations 94 to 96 (inclusive) of Table A shall be modified accordingly

23 **Associate Directors**

The directors may at any time and from time to time appoint any person to be an associate director having such title including the word "director" as the directors may decide and may at any time remove any person so appointed A person so appointed shall not be a director of the Company and shall not be a member of the board Subject as aforesaid, the directors may define and limit the powers and duties of any associate directors and may determine their remuneration which may be in addition to their remuneration as managers or employees of the Company

24 **Indemnity**

Subject to an so far as may be permitted by the Act, but without prejudice to any indemnity to which any person concerned may otherwise be entitled, the directors, alternate directors, auditors, secretary and other officers for the time being of the Company shall be indemnified out of the assets of the Company against any costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their duties, including all liabilities incurred by them as such in defending any proceedings, whether civil or criminal, in which judgment is

given in their favour, or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the court Regulation 118 of Table A shall not apply