Number of Company } 2381880

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

PORTFOLIO MANAGEMENT SOFTWARE LIMITED

Passed 20 JUNE , 1991.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at SIXTH FLOOR, THE LITTLE ADELPHI, 10-14 JOHN ADAM STREET, LONDON WC2N 6HA

on the 20 day of JUNE , 1991, the subjoined SPECIAL RESOLUTION duly passed, viz.:—

RESOLUTION

1. THAT THE AUTHORISED SHARE CAPITAL OF THE COMPANY BE INCREASED FROM £1000 TO £1000000 BY THE CREATION OF 999,000 SHARES OF £1 EACH RANKING PARI PASSU IN ALL RESPECTS WITH THE EXISTING SHARES IN THE CAPITAL OF THE COMPANY
2. THAT WITH EFFECT FROM THE TIME OF THE PASSING OF THIS RESOLUTION THE DIRECTORS BE UNCONDITIONALLY AUTHORISED PURSUANT TO SECTION 80 COMPANIES ACT 1985, TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THAT ACT) UP TO THE AMOUNT OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AT THE TIME OF THE PASSING OF THIS RESOLUTION AT ANY TIME OR TIMES DURING THE PERIOD OF FIVE YEARS FROM THE DATE HEREOF AND AT ANY TIME THEREAFTER PURSUANT TO ANY OFFER OR AGREEMENT MADE BY THE COMPANY BEFORE THE EXPIRY OF THIS AUTHORITY.

Signature ....

........CHAIRMAN........

To be signed by the Chairman, a Director, or the Secretary of the Company

D.E.B.
14 AUG 1991

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

P.T.O.

The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Crimscott Street, London SE1 5TS.

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