

# 16-07-98

THE COMPANIES ACTS 1985 TO 1989

**GMI SOFTWARE EUROPE, LIMITED**

Company No: 2486794

Special Resolution

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At the Annual General Meeting of the above-named Company  
held on January 16, 1998,  
the following Resolution was passed as a Special Resolution

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**SPECIAL RESOLUTION**

THAT the draft regulations attached to the Notice of the meeting and initialled by the Chairman thereof for the purposes of identification be and they hereby are adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

Signed:  
Name:  
Title:

Caroline Barr  
Caroline Barr  
Secretary



No: 2486794

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The Companies Acts 1985 to 1989

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COMPANY LIMITED BY SHARES

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NEW  
ARTICLES of ASSOCIATION

of

***GMI SOFTWARE EUROPE, LIMITED***

(Adopted by Special Resolution passed on January 16, 1998)

**TABLE A**

1. The Regulations in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended at the date of the adoption of these Articles shall, except where they are excluded or varied by or inconsistent with these Articles, apply to the Company.

**SHARES**

2. Subject to any direction given by the Company by Ordinary Resolution, all unissued shares of the Company for the time being shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they may determine and so that any statutory rights of pre-emption shall be excluded.

**LIEN**

3. In addition to the lien conferred by Regulation 8 of Table A the Company shall have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of a member, whether alone or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company. Regulation 8 of Table A shall be modified accordingly.

4. The person who is in default in respect of a call may in addition to any interest which may have accrued thereon be required by the Directors to pay all expenses that may have been incurred by the Company by reason of the non-payment of the call. Regulation 18 of Table A shall be modified accordingly.

#### TRANSFER OF SHARES

5. No transfer of any share, whether or not it is fully paid, shall be registered unless it shall first be approved by the Directors who may, in their absolute discretion and without giving any reason, refuse so to do. The first sentence of Regulation 24 of Table A shall not apply.

6. 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 either to be registered himself or to transfer 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 complied with. Regulation 31 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

7. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the receipt and consideration of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and the auditors and other documents required to be annexed to the balance sheet, the declaration of dividends, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors. In Regulation 38 of Table A the words "in the case of special business" shall be added before the words "the general nature of the business to be transacted".

8. A poll may be demanded by the Chairman or any member present in person or by proxy and entitled to vote, and Regulation 46 of Table A shall be modified accordingly.

9. If a resolution in writing referred to in Regulation 53 of Table A is described as a special resolution or as an extraordinary resolution it shall have effect accordingly.

10. A corporate representative present at any general meeting by proxy shall be entitled to vote on a show of hands. In Regulation 54 of Table A the words "or proxy" shall be added after the words "duly authorized representative".

#### ALTERNATE DIRECTORS

11. Any Director (other than an alternate Director) may appoint any other Director or any other person approved by a majority of the other Directors and willing to act to be his alternate, and may remove from office any alternate appointed by him. An alternate may also be removed from office by a resolution of the Board. An alternate shall be entitled at any meeting of Directors or committee of Directors to one vote for each Director he represents in addition (if he is a Director) to his own vote, but he shall not be counted more than once for the purpose of ascertaining whether a quorum is present. Regulations 65 and 67 of Table A shall be modified accordingly.

POWERS AND DUTIES OF DIRECTORS

12. A Director, notwithstanding that he or, in the case of an alternate Director, his appointor, or any person connected with him or (as the case may be) his appointor has an interest or duty which is material and which conflicts or may conflict with the interests of the Company, may vote in respect of any contract, transaction or arrangement and may be counted in the quorum present at any meeting. Regulations 94, 95, 96 and 97 of Table A shall not apply.

APPOINTMENT AND REMOVAL OF DIRECTORS

13. The office of a Director shall be vacated in any of the events specified in Regulation 81 of Table A save that the following paragraph shall be substituted for paragraph (d) and (e).

- "(d) not being a Director who is employed under a contract which precludes resignation, he resigns his office by notice in writing deposited at the registered office or submitted at a meeting of the Directors; or
- (e) he shall be required to resign his office by notice in writing signed by the holder or holders of not less than three-fourths in nominal value of the issued shares of the Company and deposited at the registered office or submitted at a meeting of the Directors."

14. No Director shall be required to retire or vacate his office or be ineligible for re-appointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age. Regulations 73 to 77, Regulation 80 and the last two sentences of Regulation 79 of Table A shall not apply. In Regulation 67 of Table A all words after the semicolon and in Regulation 78 of Table A the words "Subject as aforesaid" and the words "and may also determine the rotation in which any additional directors are to retire" shall be omitted.

15. The Company may by extraordinary resolution remove any Director (including a Director holding any executive office but without prejudice to any claim he might have for damages) before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead.

16. The following sentence shall be deleted from Regulation 88 of Table A:-

"It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom."

NOTICES

17. Any notice, if served by post, shall be deemed to have been served at the expiration of twenty-four hours after the letter containing the same is put into a post office situated within the United Kingdom, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, pre-paid and put into such post office. Regulation 115 of Table A shall not apply.

18. The last sentence of Regulation 112 of Table A shall be deleted.

19. Regulation 93 of Table A shall be renumbered 93(a) and the following sub-clause (b) added thereto:-

- "(b) Meetings of the Directors may be held by telephone communication or audio visual communications media and such meeting shall, subject to notice thereof having been given in accordance with these Articles, be as effective as if the Directors had met in person, provided always that the number of Directors participating in such communication is not less than the quorum stipulated by these Articles. A resolution made by a majority of the said Directors in pursuance of this Article shall be as valid as it would have been if made by them at a meeting duly convened and held in person."