

7.
No. 2549191

QUADRAMATIC PLC

COMPANY LIMITED BY SHARES

THE COMPANIES ACT 1985

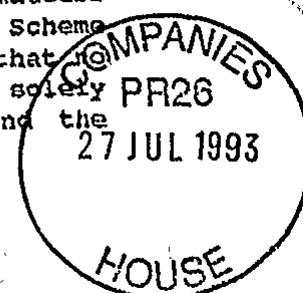
At an Extraordinary General Meeting of Quadramatic plc held on 6th July 1993 the following resolution was passed as a special resolution of the Company:

SPECIAL RESOLUTION

That conditional upon and taking effect immediately upon admission of the ordinary share capital of the Company to the Official List of The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited ("the London Stock Exchange") ("Admission") and subject to Admission occurring not later than 20th August 1993:

1. Adoption of new share option schemes

- (a) The Quadramatic Inland Revenue Approved Executive Share Option Scheme ("the Approved Scheme") a copy of which has been produced to the meeting and signed by the Chairman for the purpose of identification be and it is hereby approved and adopted and the Directors of the Company be and are hereby authorised:-
- (i) to make such amendments to the Approved Scheme as may be necessary or as they may consider appropriate for the purpose of obtaining Inland Revenue or the London Stock Exchange approval of it; and
 - (ii) to grant options under the Approved Scheme and to do all acts and things necessary to carry it into effect.
- (b) The Quadramatic Unapproved Executive Share Option Scheme ("the Unapproved Scheme") a copy of which has been produced to the meeting and signed by the Chairman for the purpose of identification be and it is hereby approved and adopted and the Directors of the Company be and are hereby authorised:-
- (i) to make such amendments to the Unapproved Scheme as they may consider appropriate so that the Unapproved Scheme is consistent with the Approved Scheme following the Inland Revenue and the London Stock Exchange approval of that Scheme; and
 - (ii) to grant options under the Unapproved Scheme and to do all acts and things necessary to carry it into effect.
- (c) Any of the Directors from time to time of the Company may be counted in the quorum present and his votes may be counted on any matters connected with the Approved Scheme and the Unapproved Scheme notwithstanding that he may be interested in the same (except that a Director may be counted in the quorum or vote on any matter solely concerning his own participation in the Approved Scheme and the Unapproved Scheme.)



2. Memorandum of Association

The existing provisions of Clause 3(A) of the Memorandum of Association of the Company be deleted and replaced by the following new Clause 3(A):

- (i) To carry on the business of a holding company in all its branches and to co-ordinate the policy and administration of a subsidiary company or companies or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled by the Company.
- (ii) To provide financial, accounting, secretarial, management and other services to all subsidiary and associated companies or any other member of a group of companies of which the Company is a member and to acquire such businesses, options, rights, privileges, land, buildings, leases, underleases, stocks, shares, debentures, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold the same, and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions undertakings and business of every description.

3. Adoption of new Articles of Association

The regulations contained in the document produced to the meeting and initialled by the Chairman for the purpose of identification ("the New Articles") be adopted as the Articles of Association of the Company in place of the existing Articles of Association.

4. Sub-division and consolidation of share capital

Each ordinary share of 10p in the authorised share capital of the Company, both issued and unissued be subdivided into 10 shares of 1p each following which every 3 shares of 1p each shall be consolidated into 1 ordinary share of 3p each ("Ordinary Shares") and that the Directors be authorised, where such consolidation would result in any members becoming entitled to fractions of an Ordinary Share, to sell the Ordinary Shares representing the fractions on the terms of Article 53 of the New Articles.

5. Section 89 Companies Act 1985 disapplication

Pursuant to Section 95 of the Companies Act 1985 ("the Act") the Directors be and are hereby authorised to allot equity securities (as defined in Section 94 of the Act) of the Company pursuant to the authority conferred upon them by regulation 7 of the New Articles as if Section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- (a) the allotment of up to 16,260,163 Ordinary Shares pursuant to a placing and intermediaries offer made by or on behalf of the Company at or prior to Admission;

- (b) the grant by the Company of warrants to subscribe for 2,070,007 Ordinary Shares to Crossley House Holdings Limited on the terms of a draft deed produced to the meeting and initialled by the Chairman for the purposes of identification.
- (c) the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of Ordinary Shares in the Company and other persons entitled to participate therein in proportion (as nearly as may be) to such holders' holdings of such shares on a fixed record date subject only to such exclusions or other arrangements as the Directors may feel are necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or stock exchange in any territory;
- (d) the allotment (otherwise than pursuant to sub-paragraphs (a), (b) or (c) above) of equity securities the aggregate nominal value of which represents five per cent of the nominal value of all the equity securities of that class in issue immediately following the issue of shares pursuant to sub-paragraph (a) above;

and that the authority given by this Resolution shall unless revoked or renewed in accordance with Section 95(3) of the Act expire on the date being 15 months from the passing of this Resolution or, if earlier, on the conclusion of the next Annual General Meeting after the passing of this Resolution except that the Company may before the expiry of such period make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

6. Cancellation of share premium account

The amount standing to the credit of the share premium account of the Company following Admission shall be cancelled.

7. Agreement with GNS

The draft agreement between the Company (1) Gartland and Whalley Securities Limited (2) and Anthony Gartland, James Edward Barker and Jeffrey Whalley (3) relating to the provision of services to the Company produced to the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved

.....
Chairman