

Company No: 2595903

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

- of -

S.M.M. SOFTWARE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on *1st August* 1991 at *Alison Court, Aldershot* the following resolutions were duly passed as Special Resolutions:-

RESOLUTIONS

- (A) That the authorised capital of the Company be and hereby is increased to £278,787 by the creation of 94,787 'B' Ordinary Shares of £1 each and 183,000 'A' Ordinary Shares of £1 each.
- (B) That the existing 1,000 Ordinary Shares of £1 in the capital of the Company be reclassified as 'A' Ordinary Shares of £1 having the rights set out in the Articles of Association referred to in (C) of this resolution
- (C) That the Articles of Association in the form of the draft produced to the meeting and initialled by the Chairman be and are hereby adopted as the new Articles of Association of the Company in replacement of and in substitution for the existing Articles of Association of the Company
- (D) That the Directors from time to time of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot 183,998 'A' Ordinary Shares of £1 each and 94,787 'B' Ordinary Shares of £1 each in accordance with the terms of the Subscription Agreement dated *1st August* 1991 ("the Subscription Agreement") and provided that this authority shall expire on 31st August 1991.

- (E) That the Directors from time to time of the Company are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot the above shares in the capital of the Company pursuant to the authority conferred by Resolution (D) above as if Sections 89(1) and 90(1) to (6) of the Companies Act 1985 did not apply to such allotment provided this power shall expire on 31st August 1991.



Chairman