

Company number 02723420

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**Lawshare Limited ('Company')**

**Circulation Date 12 December 2007**

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COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

Resolution 1 below is passed as an ordinary resolution ('**Ordinary Resolution**')

Resolution 2 below is passed as a special resolution ('**Special Resolution**')

**ORDINARY RESOLUTION**

- 1 THAT the existing share capital of the Company both issued and unissued comprising £475,100 divided into 332,600 'A' ordinary shares of £1 each and 142,500 'A' non-voting ordinary shares of £1 each in the capital of the Company be reclassified as 475,100 ordinary shares of £1 each in the capital of the Company such shares having the rights set out in the new articles of association of the Company to be adopted pursuant to the Special Resolution

**SPECIAL RESOLUTION**

- 2 THAT the regulations contained in the document annexed hereto and signed on the front page for the purpose of identification only be approved and adopted as new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution

The undersigned, being the sole person entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution



12 December

2007

Duly Authorised signatory on behalf of  
AJ Bell Holdings Limited the duly  
authorised attorney for OMX Securities  
(Holdings) Limited

#### NOTES

1 You can choose to agree to the all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

**By Hand** delivering the signed copy to Company Secretary, Trafford House, Chester Road, Manchester M32 0RS

**Post** returning the signed copy by post to Company Secretary, Company Secretary, Trafford House, Chester Road, Manchester M32 0RS

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement

3 Unless, by 28<sup>th</sup> December 2007, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document